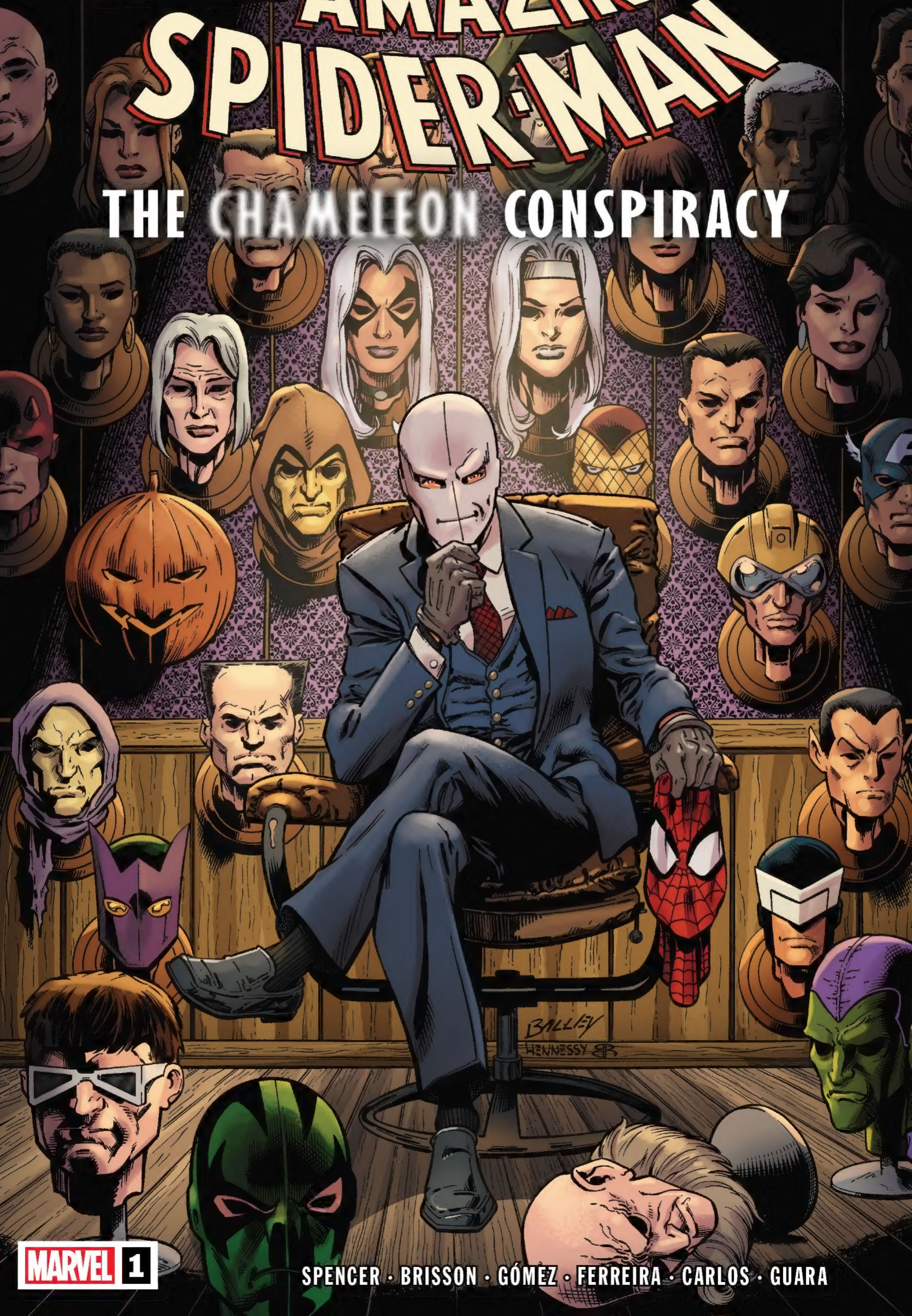


GIANT-SIZE AMAZING SPIDER-MAN

THE CHAMELEON CONSPIRACY



MARVEL 1

SPENCER · BRISSON · GÓMEZ · FERREIRA · CARLOS · GUARA

PETER PARKER was bitten by a radioactive spider and gained the proportional speed, strength, and agility of a SPIDER, adhesive fingertips and toes, and the unique precognitive awareness of danger called "SPIDER-SENSE"! After the tragic death of his Uncle Ben, Peter understood that with great power there must also come great responsibility. He became the crimefighting super hero called...

The Amazing SPIDER-MAN

CHAMELEON CONSPIRACY Conclusion

Peter Parker's lab partner, Jamie Tolentino, invented a device called the Clairvoyant to predict the future. He used it to gamble with super villains and pay for his mom's medical treatments with his winnings until it ran out of power and he went in debt to super-casino owner Chance. Chance and his partner, the Foreigner, coerced Jamie into stealing a power source called the Catalyst. They were all shocked when the Foreigner's minions, the Jack O'Lanterns, stole the Catalyst and a bunch of villains attacked Chance's flying casino, the Palace, on behalf of the Finisher!

The Finisher has much to tell Peter's superspy sister, Teresa. She was lured by the Chameleon to a Symkarian prison where the Finisher and Chameleon revealed what appears to be a whole gang of Chameleons.

This all means that Peter Parker is in WAY over his head. Luckily, he's not alone. His reporter friend Betty Brant and her (long-believed-dead) husband, Ned Leeds, aren't going to abandon him now!

NICK SPENCER and ED BRISSON
writers


MARCELO FERREIRA,
CARLOS GÓMEZ, ZÉ CARLOS,
and IG GUARA
pencilers

WAYNE FAUCHER, CARLOS GÓMEZ, ZÉ CARLOS, and IG GUARA | *inkers*
ANDREW CROSSLEY, MORRY HOLLOWELL and RACHELLE ROSENBERG | *colorists*
VC's JOE CARAMAGNA | *letterer*

MARK BAGLEY, ANDREW HENNESSY, and BRIAN REBER | *cover artists*
RYAN STEGMAN, JP MAYER, and ALEJANDRO SÁNCHEZ | *variant cover artists*

ANTHONY GAMBINO | *designer* LINDSEY COHICK | *assistant editor*
NICK LOWE | *editor* C.B. CEBULSKI | *editor in chief*

SPIDER-MAN created by STAN LEE and STEVE DITKO



IT'S BEEN YEARS SINCE I'VE SEEN NED LEEDS. A GOOD FRIEND AND MAYBE HORRIBLE ENEMY?

THE HOBGOBLIN OF IT ALL IS A LITTLE COMPLICATED.

FOR A LONG TIME, I THOUGHT THAT NED WAS THE HOBGOBLIN. THOUGHT THAT THE SAME MAN WHO'D INVITED PETER PARKER TO BE THE BEST MAN AT HIS AND BETTY'S WEDDING ALSO SPENT ALL HIS FREE TIME TRYING TO BLOW UP SPIDER-MAN.

BUT IT WAS ALL A SETUP.

HE WAS GIVEN GOBLIN SERUM AND BRAINWASHED INTO THINKING HE WAS THE HOBGOBLIN...

...BY THE 100% LEGIT REAL-DEAL HOBGOBLIN, RODERICK KINGSLEY.

WHO THEN SERVED NED UP TO THE FOREIGNER WHEN HE WANTED TO RETIRE THE HOBGOBLIN FOR GOOD.

UP UNTIL YESTERDAY, I THOUGHT NED WAS DEAD. KILLED WHILE WE WERE ON ASSIGNMENT IN GERMANY...BUT APPARENTLY NOT.

AND NOW...YEARS SINCE
I'VE SEEN MY GOOD FRIEND
AND WITHIN AN HOUR OF OUR
BIG HOLY-CRAP-YOU'RE-NOT-
ACTUALLY-DEAD REUNION,
HERE WE ARE, SWINGING
OVER MANHATTAN...

THERE.

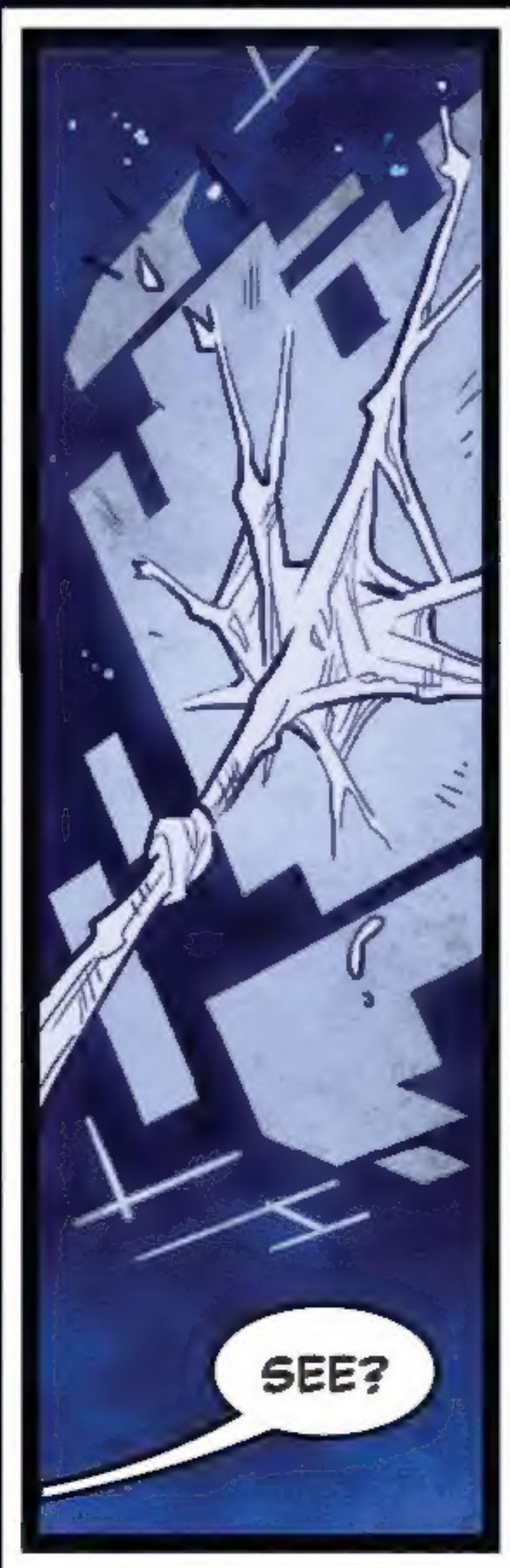
WHERE?
I DON'T SEE
ANYTHING?



...LOOKING
FOR SOME
INVISIBLE BAD-
GUY HIDEOUT
IN THE SKY.

THWIP

TRUST
ME.



SEE?

HERE TO
RESCUE YET
ANOTHER
FRIEND...

...WHO MAY
OR MAY NOT BE
HELPING THE
ABOVEMENTIONED
BAD GUYS.

OKAY,
HANG BACK
WHILE I...





...GET THINGS UNDER CONTROL?

CHANCE AND FOREIGNER SEEM TO HAVE SOME SORT OF DEFECTION IN THE RANKS...

...WHO COULD HAVE SEEN THAT ONE COMING?

JUST NEED TO FIGURE OUT WHO'RE THE BAD GUYS...



...AND WHO'RE THE WORSE GUYS.

NED, I NEED TO GET YOU TO--



YOU WORRY ABOUT JAMIE, I'VE GOT SOMETHING I NEED TO TAKE CARE OF.



OKAY. GREAT. I'M SURE THAT'S JUST FINE.



GOING TO ASSUME THAT NED KNOWS WHAT HE'S DOING.

FOCUS ON JAMIE.



MIND IF I CUT IN?

KRAK



THWIP

GAAAAH!





GEEZ.

WHAT A
MESS OF
CHAMELEONS
THIS TURNED
OUT TO BE.

DON'T
LET THE
CLAIRVOYANT
GET AWAY!

GET AWAY
FROM HIM, YOU
TRAITOROUS
SCABS.

THE
CLAIRVOYANT
BELONGS TO THE
FOREIGNER!

SHOOOM



CHANCE! IF
YOU'RE DONE
LICKING YOUR
WOUNDS, I COULD
USE SOME
ASSISTANCE!

ON IT.



AND, IF
IT'S NOT TOO
MUCH OF A
BOTHER.

THE JOB WAS TO STEAL
THE CATALYST.

THIS...THIS'LL
COST YOU
EXTRA.

GET THE
HUMAN ASSET
FROM SPIDER-MAN
AND I'LL DOUBLE
YOUR FEE.

DEAL.

"IT ENDS
WITH MANY--



--BUT
BEGINS WITH
ONE.



DMITRI.

UNWANTED,
NEGLECTED--



--ABUSED.

YOU'D GIVEN
UP HOPE OF
SOMETHING
BETTER--



--UNTIL
THE DAY A
VISITOR
ARRIVED.

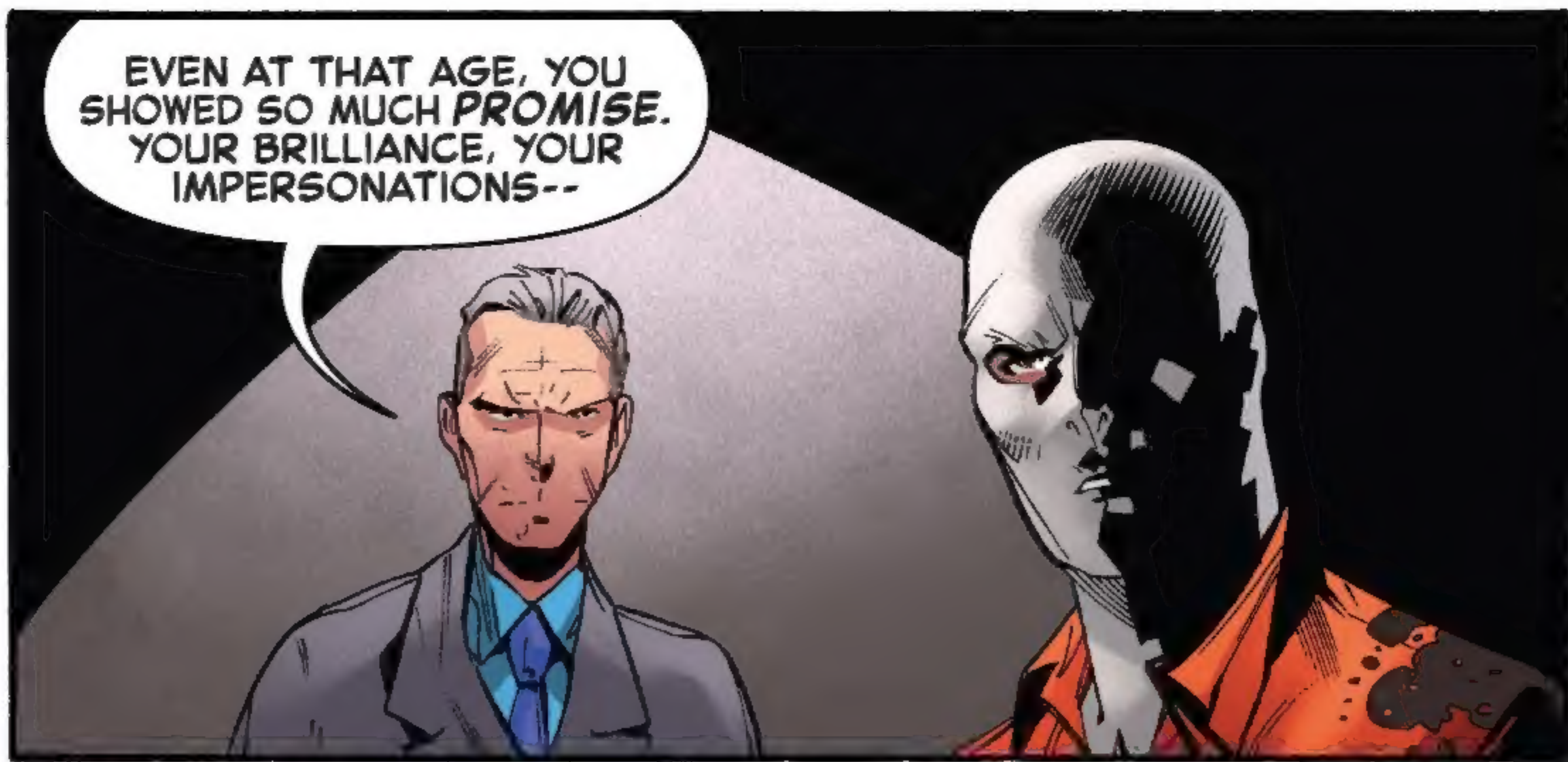


I
THOUGHT IT
MIGHT BE HER.
MOTHER...

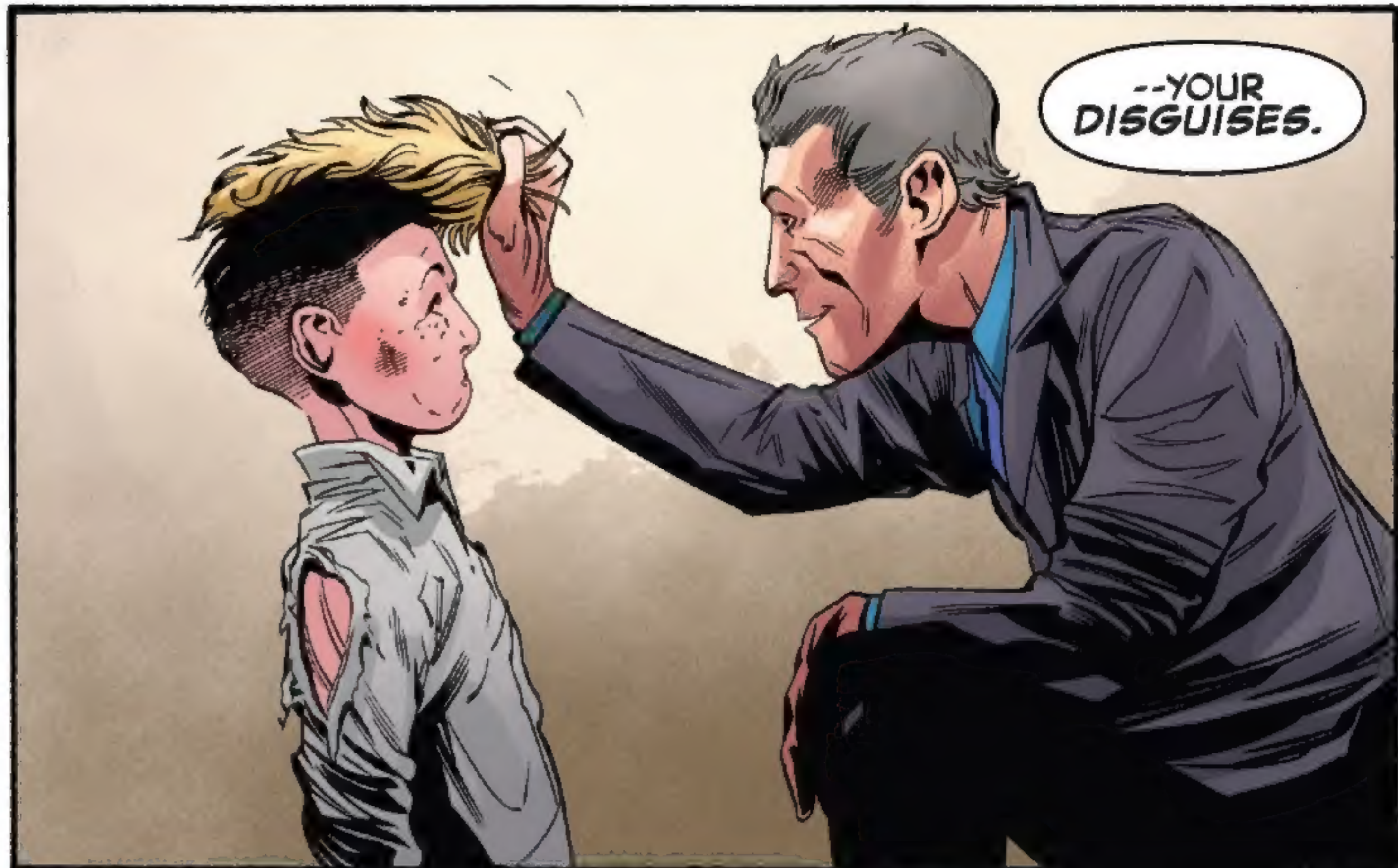
BUT
INSTEAD OF
YOUR PAST
RETURNING--



--YOUR FUTURE HAD ARRIVED.



EVEN AT THAT AGE, YOU SHOWED SO MUCH *PROMISE*. YOUR BRILLIANCE, YOUR IMPERSONATIONS--

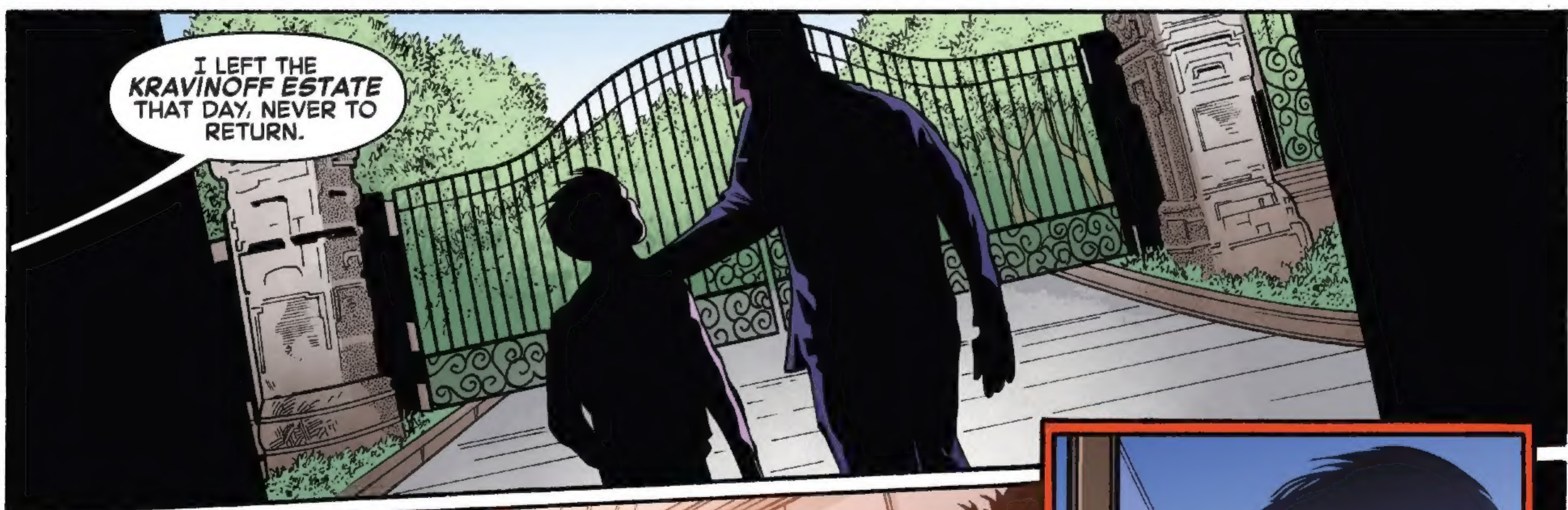


--YOUR *DISGUISES*.



HELLO, DMITRI. MY NAME IS *GUSTAV FIERS*.

I'VE HEARD SO MUCH ABOUT YOU...



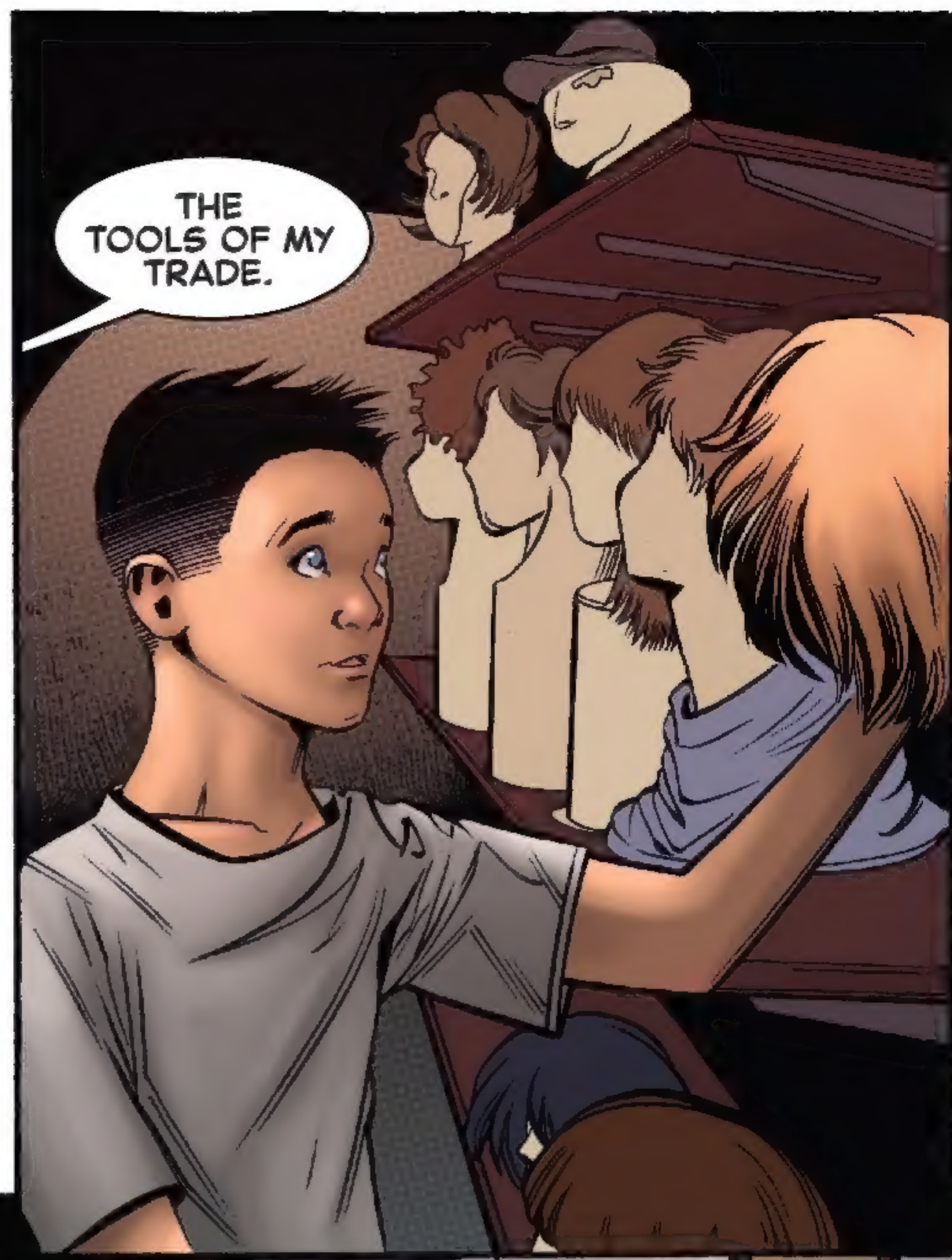
I LEFT THE *KRAVINOFF ESTATE* THAT DAY, NEVER TO RETURN.

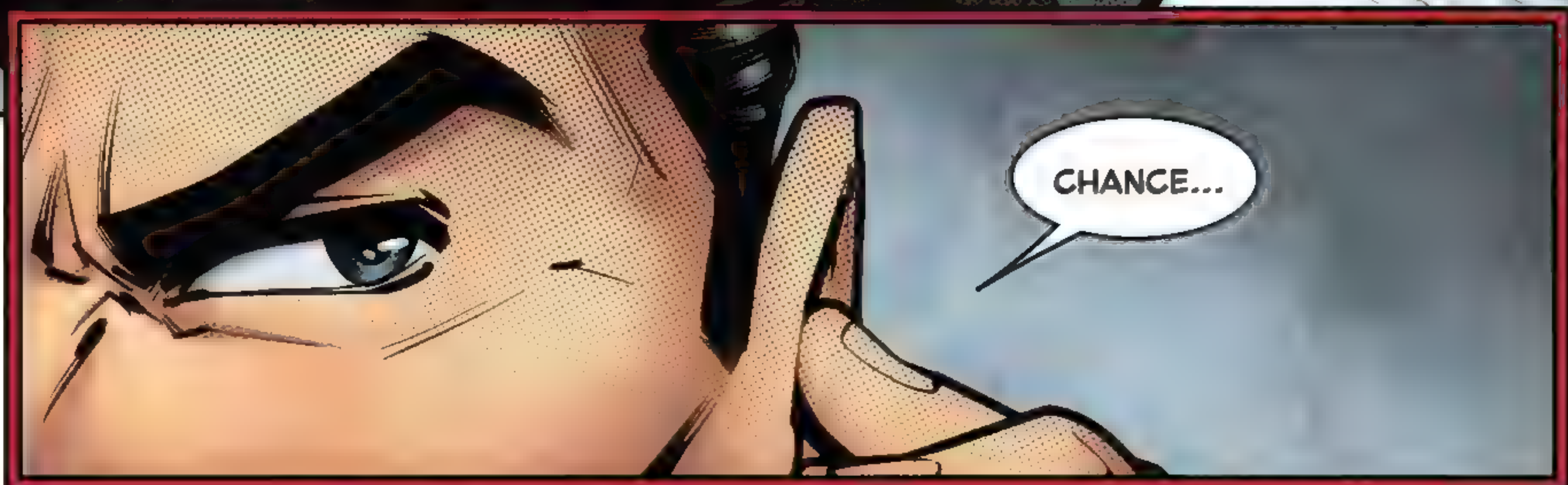


I SAID GOODBYE TO NO ONE.



NOT EVEN MY BROTHER, *SERGEI*.







...WHERE ARE YOU AT WITH GETTING THE CLAIRVOYANT AND CATALYST BACK?

GOT EYES ON THEM NOW.



SHRAK



DON'T YOU DARE DROP THAT!



IF YOU DO, YOU'RE OF NO MORE USE TO ME...

...OR, I SUSPECT, TO THE CHAMELEON.

CAN'T... HOLD...

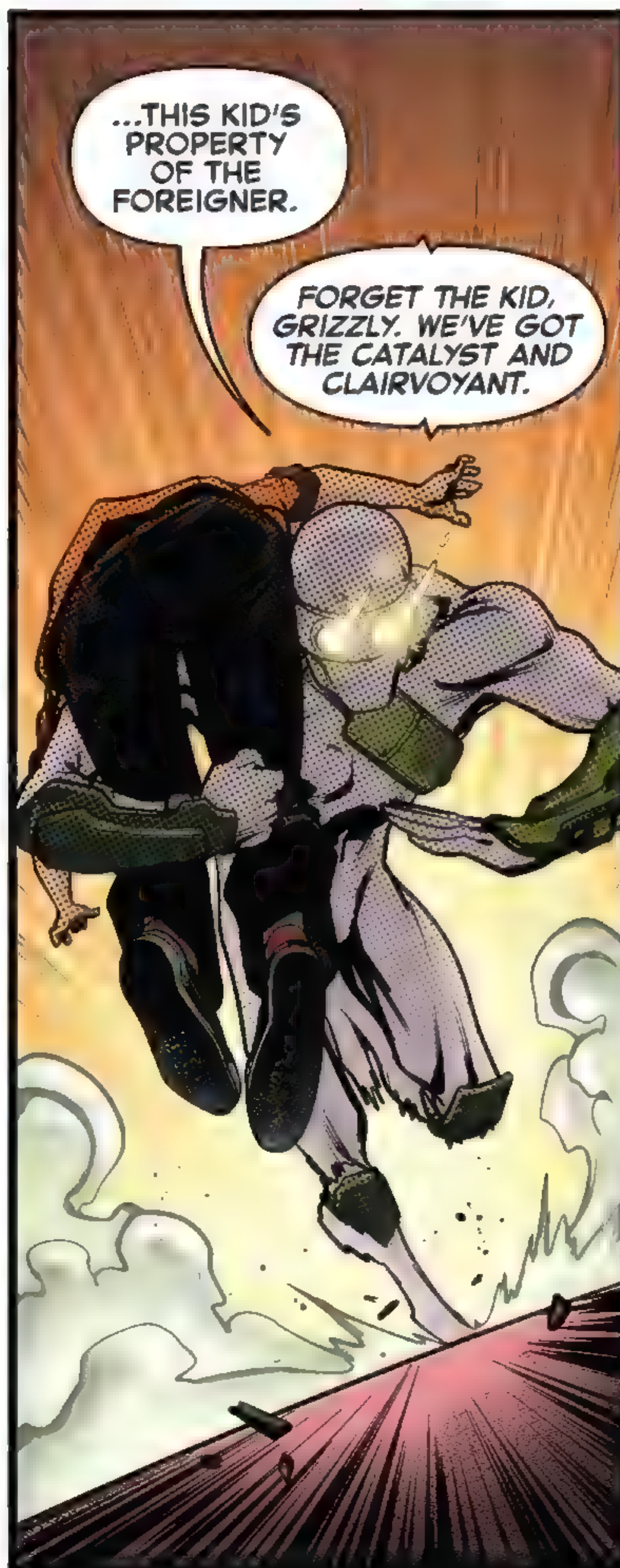
NOW, EITHER I KILL YOU RIGHT HERE...



...OR YOU HELP ME BRING IT BACK ABOARD AND MAYBE YOU GET TO LIVE A LITTLE LONGER.

WHADDYA SAY?





"NO ONE WALKS AWAY."

A SCHOOL FOR THE COVERT ARTS, STUDENTS HANDPICKED FOR THEIR PROMISE BY THE SAME BENEFACTOR.

NO... THESE KIDS--I GREW UP WITH THEM. I RECOGNIZE THEM--

OR PERHAPS YOU ONLY THINK YOU DO.

NONE OF US ARE WHO WE SEEM TO BE, AFTER ALL.

THESE ARE CHILDREN TRAINED TO ONE DAY BE WHOEVER IS NEEDED.

"TITANS OF INDUSTRY.

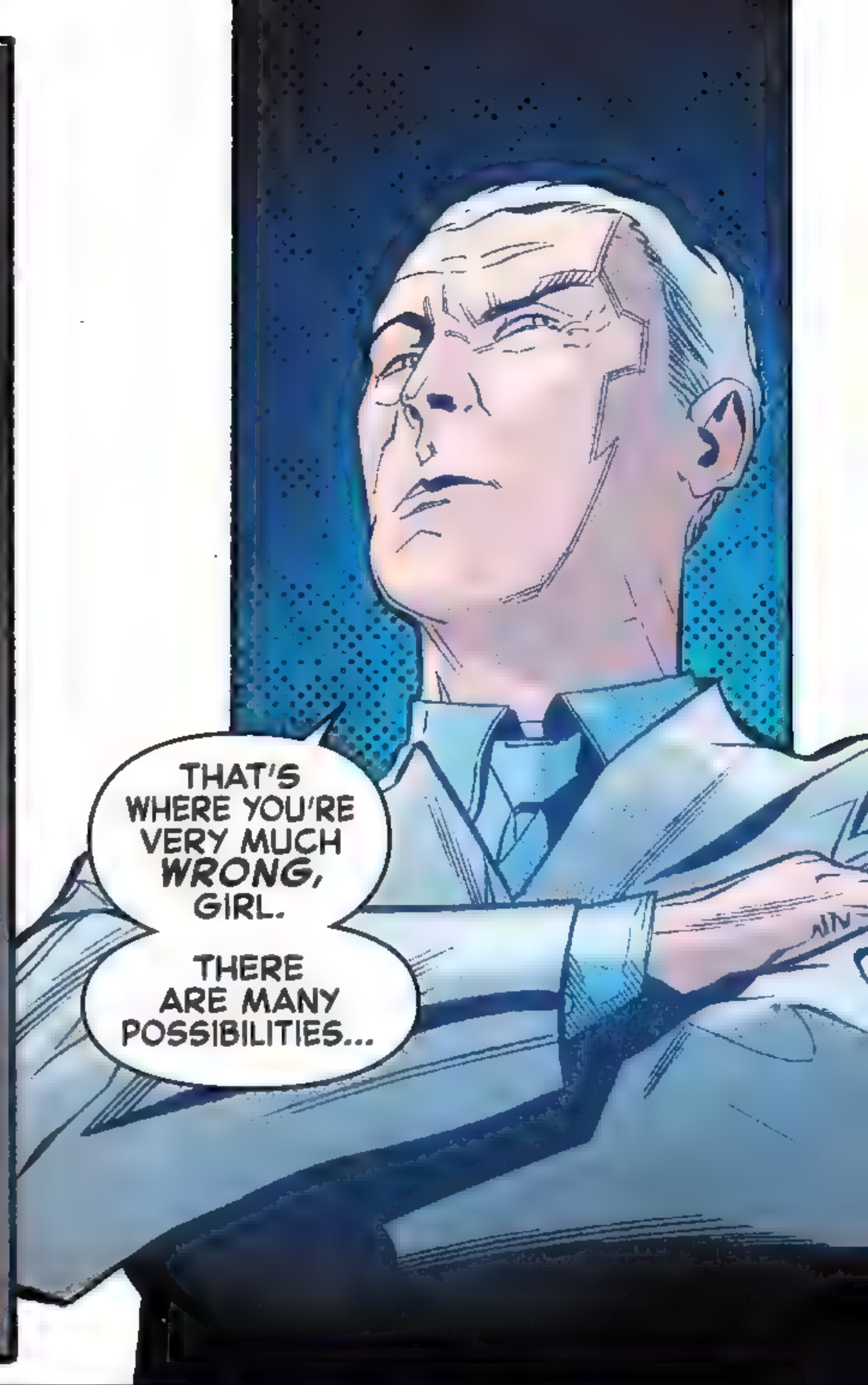
"ELECTED LEADERS. OR PERHAPS JUST...

"...DOUBLE AGENTS."

NO-- THAT'S-- THAT'S--



ME.
THAT'S
IMPOSSIBLE...



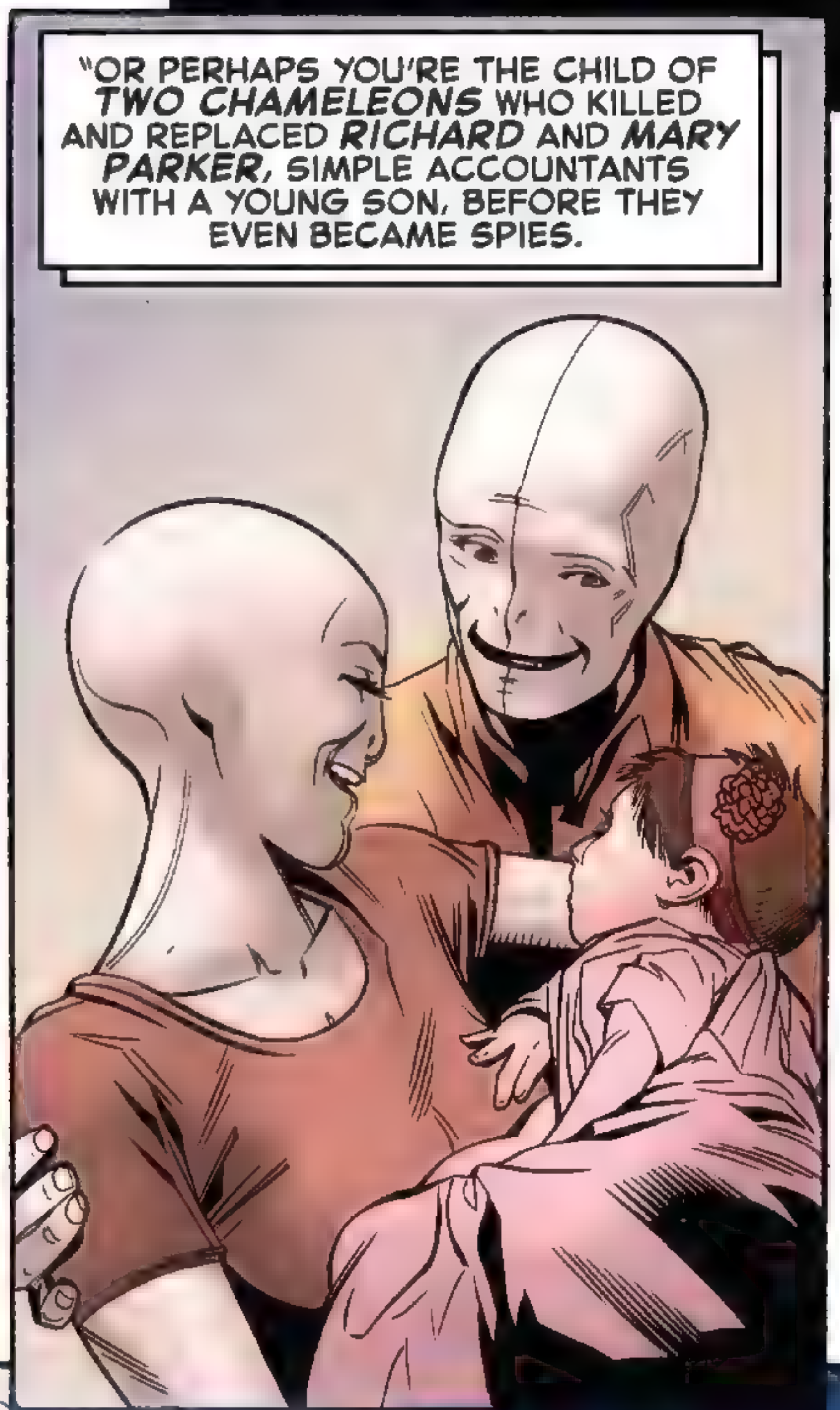
THAT'S
WHERE YOU'RE
VERY MUCH
WRONG,
GIRL.

THERE
ARE MANY
POSSIBILITIES...

"PERHAPS YOU **REALLY ARE**
TERESA PARKER, PULLED
FROM THE WRECKAGE OF
THE PLANE CRASH THAT
KILLED YOUR PARENTS.

"OR PERHAPS I FOUND
YOU AT AN **ORPHANAGE**
AND TRAINED YOU FOR
THE ROLE EVER SINCE.

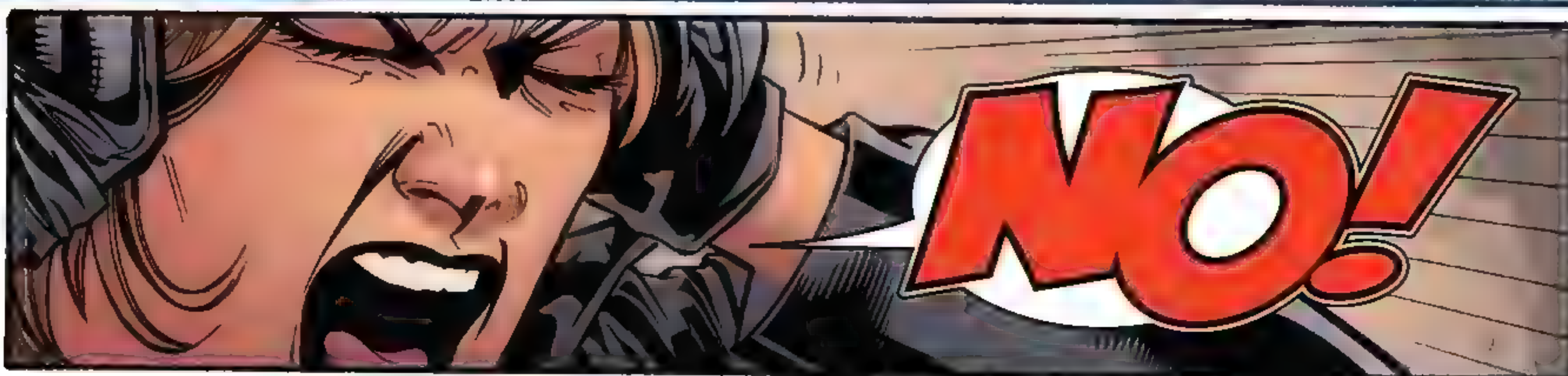
"OR PERHAPS YOU'RE THE CHILD OF
TWO CHAMELEONS WHO KILLED
AND REPLACED **RICHARD** AND **MARY**
PARKER, SIMPLE ACCOUNTANTS
WITH A YOUNG SON, BEFORE THEY
EVEN BECAME SPIES.

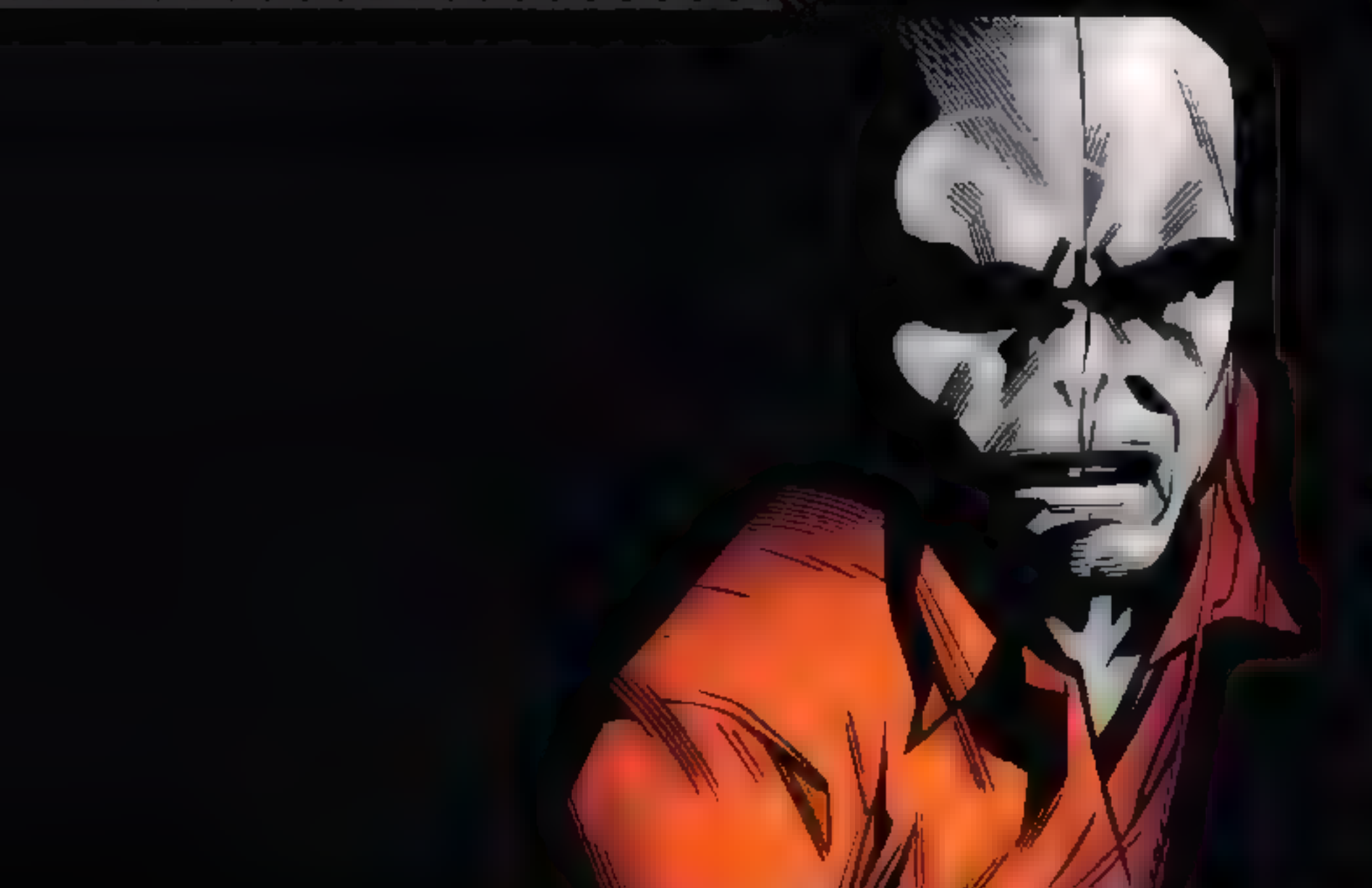
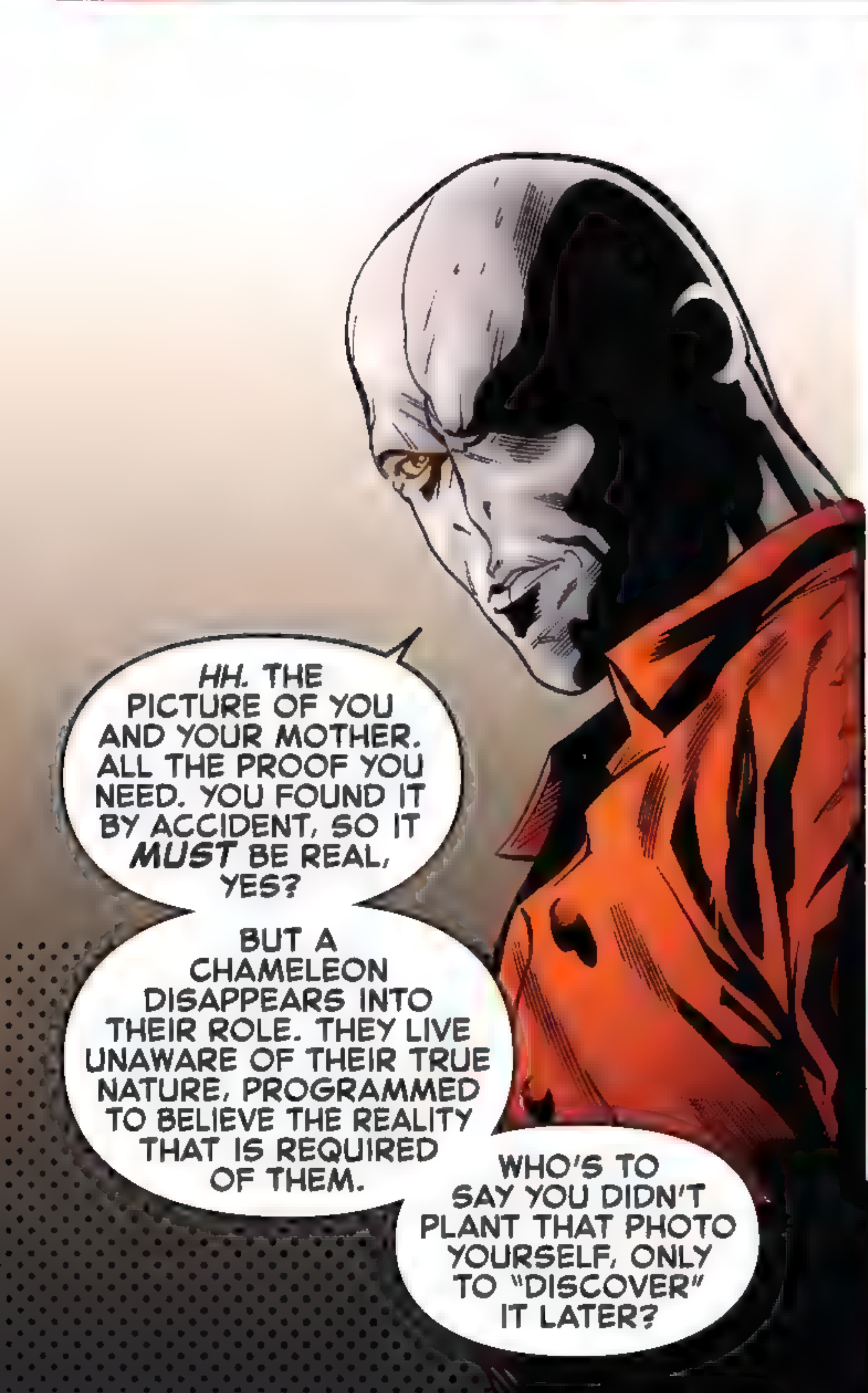


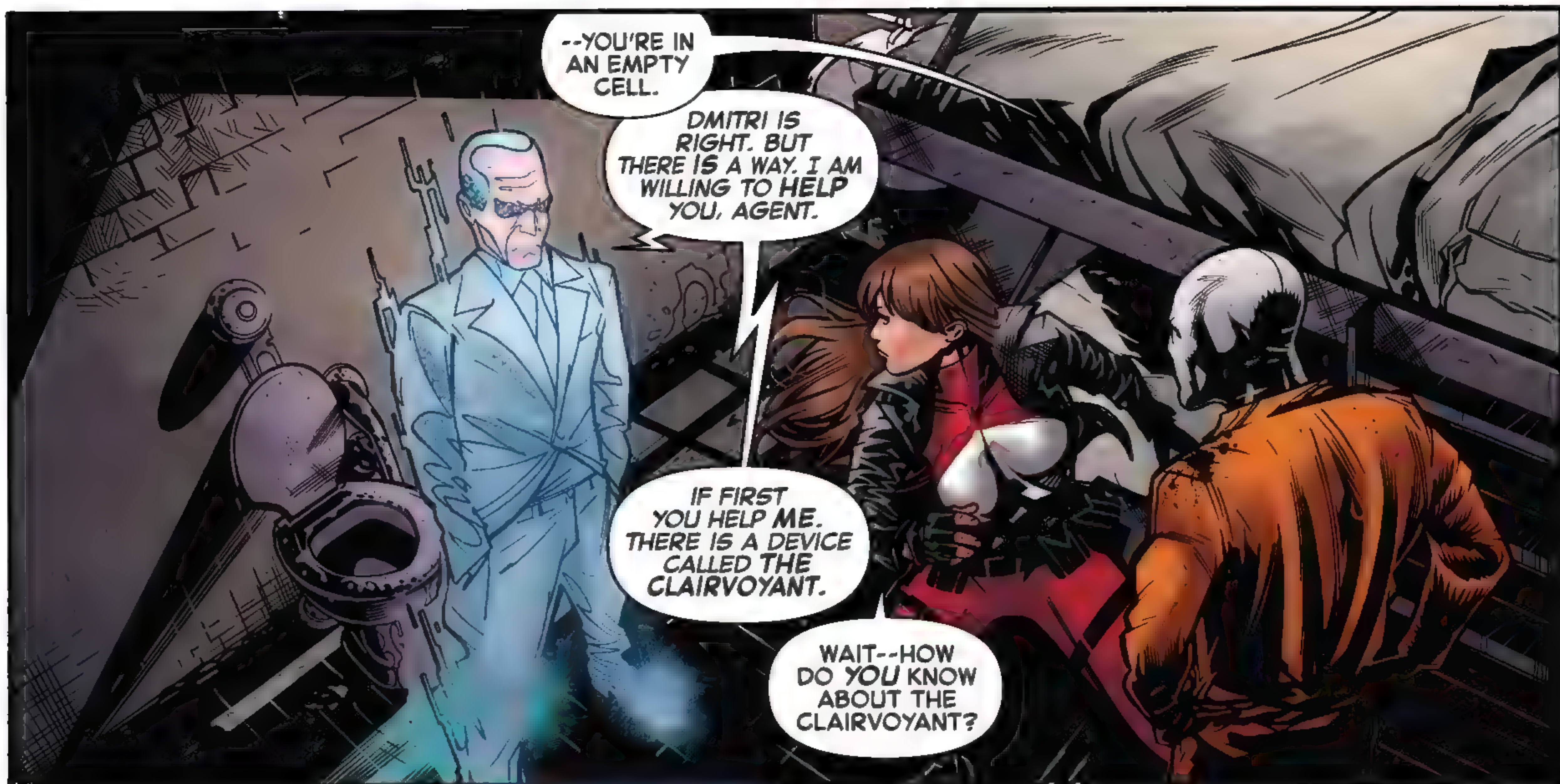
THIS IS WHAT YOUR
TRAINING **TAUGHT** YOU.
WHO YOU ARE, WHERE YOU
CAME FROM...

THESE THINGS
ARE CHANGEABLE,
OBSCURED. SIMPLY
A MATTER OF
BELIEF.

AND YOU
HAVE **NEVER**
BELIEVED.







--YOU'RE IN
AN EMPTY
CELL.

DMITRI IS
RIGHT. BUT
THERE IS A WAY. I AM
WILLING TO HELP
YOU, AGENT.

IF FIRST
YOU HELP ME.
THERE IS A DEVICE
CALLED THE
CLAIRVOYANT.

WAIT--HOW
DO YOU KNOW
ABOUT THE
CLAIRVOYANT?



YOU
TOLD ME
ABOUT
IT.

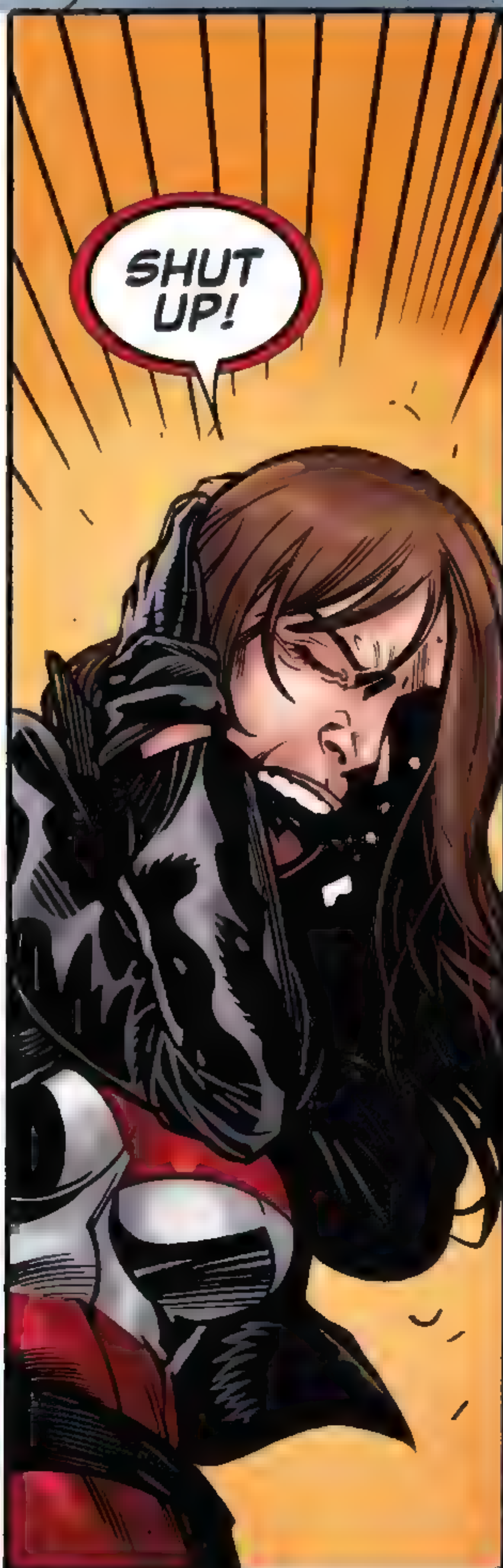
BRING IT
TO ME, AND
I WILL GIVE YOU
THE ANSWERS
YOU SEEK.

DMITRI
WILL HAVE MORE
INSTRUCTIONS.



I
WON'T
DO IT!

YOU WILL,
TERESA. YOU
DON'T HAVE
A CHOICE. THE
SOONER YOU
ACCEPT
THAT--

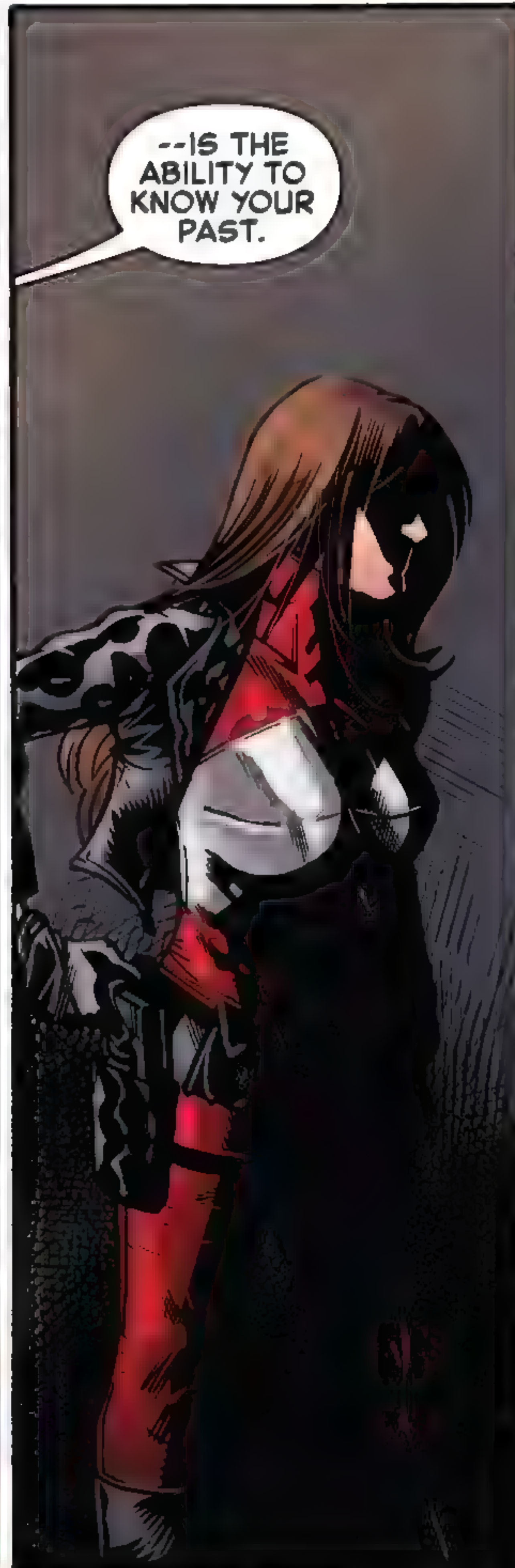


**SHUT
UP!**

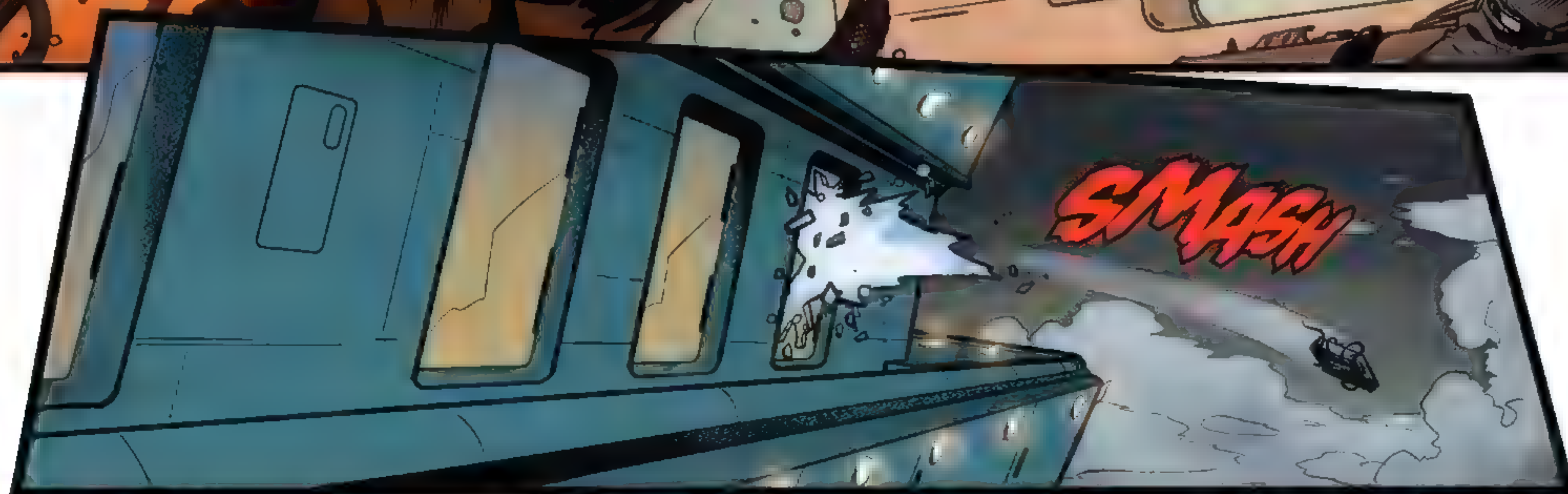


I UNDERSTAND
THIS IS QUITE
DIFFICULT FOR YOU.
I'VE EXPERIENCED
IT MYSELF.

BUT YOU KNOW
WHAT THE CLAIRVOYANT
IS. WITH IT, YOU WON'T
EVEN NEED THE FINISHER.
THE ABILITY TO SEE
THE FUTURE--



--IS THE
ABILITY TO
KNOW YOUR
PAST.



"...YOU'VE
JUST KILLED
US ALL."

YOU
FEEL
THAT?

SOMEONE
CUT THE
POWER.

KRAK

WE'RE IN A 150-TON
CASKET, HURTLING
TOWARD
MANHATTAN.

MAYBE WE SHOULD
PICK THIS BACK
UP AT A MORE
OPPORTUNE
TIME.

THWAK

NAH...

THUD

...THIS
WORKS
FOR ME.

IF I
DON'T GET
TO KILL
YOU...



"...AT LEAST THE CRASH WILL."

LOOKS LIKE YOU FELLAS COULD USE A HAND MOVING THAT.

SPIDER-MAN!



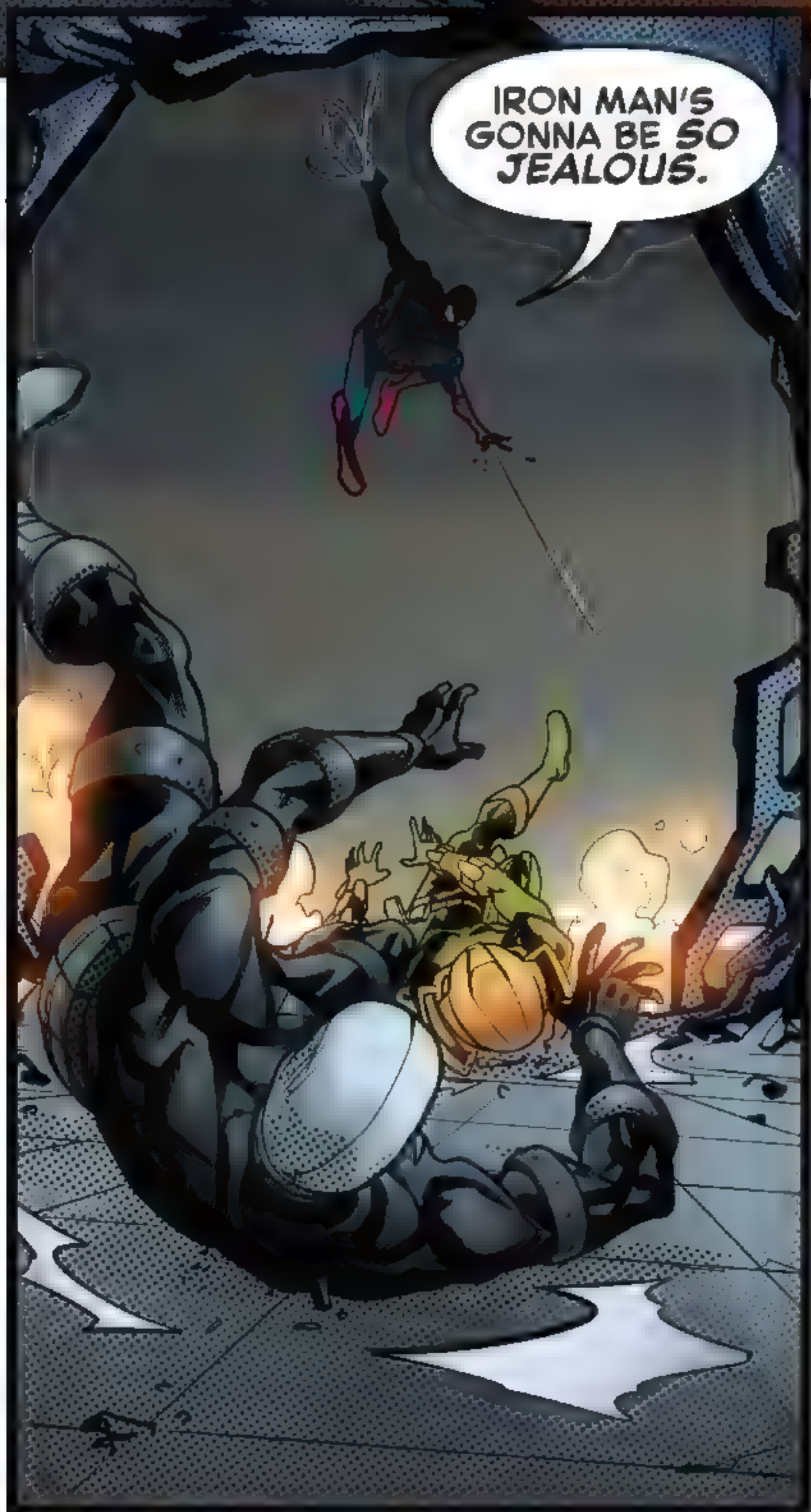
YOU KNOW... FIGHTING A BUNCH OF BADDIES WHO'RE TRYING TO MURDER EACH OTHER OVER A COLLEGE KID'S SCIENCE PROJECT...

THWIP



...WHILE ABOARD A FLOATING CASINO THAT'S IN A FREE FALL TOWARD MANHATTAN WAS ON MY BAD-GUY BINGO CARD FOR THE WEEK.

SLAM

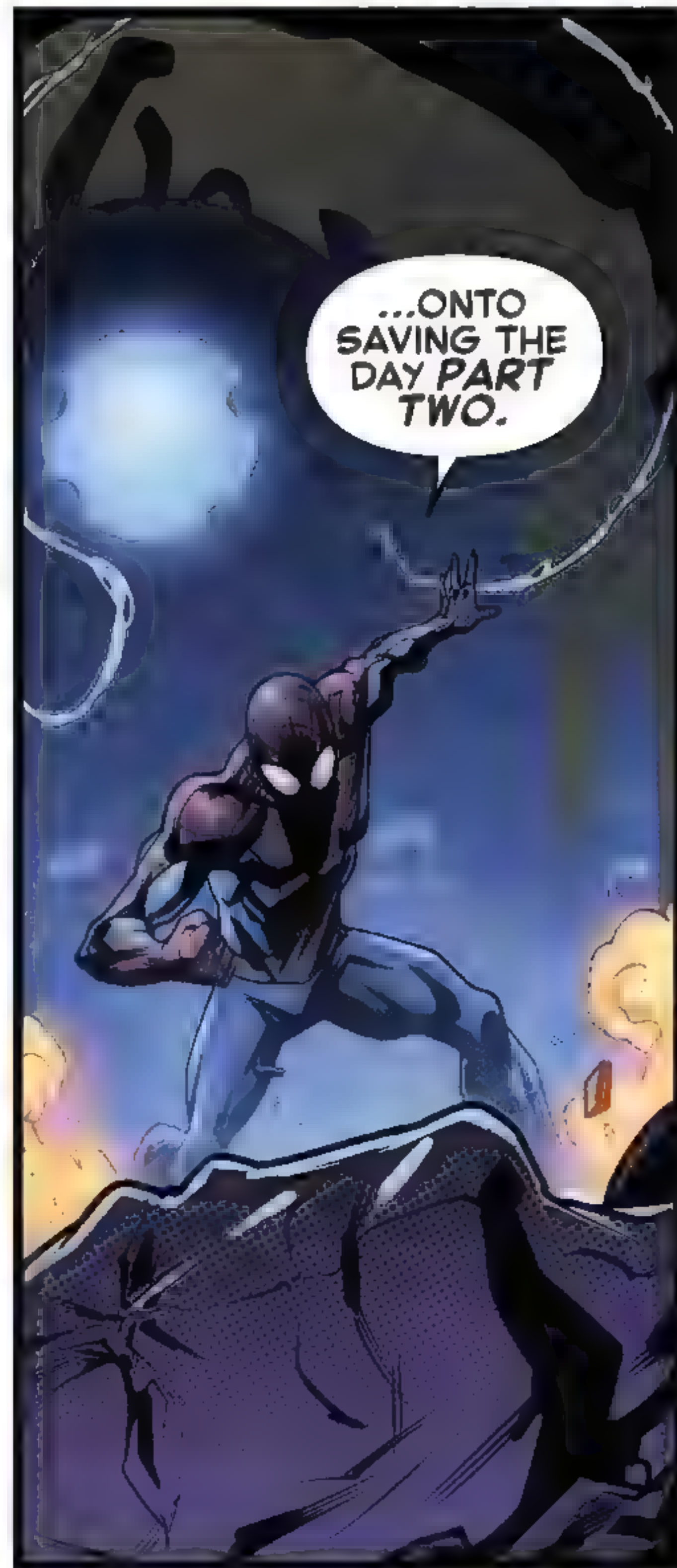


IRON MAN'S GONNA BE SO JEALOUS.

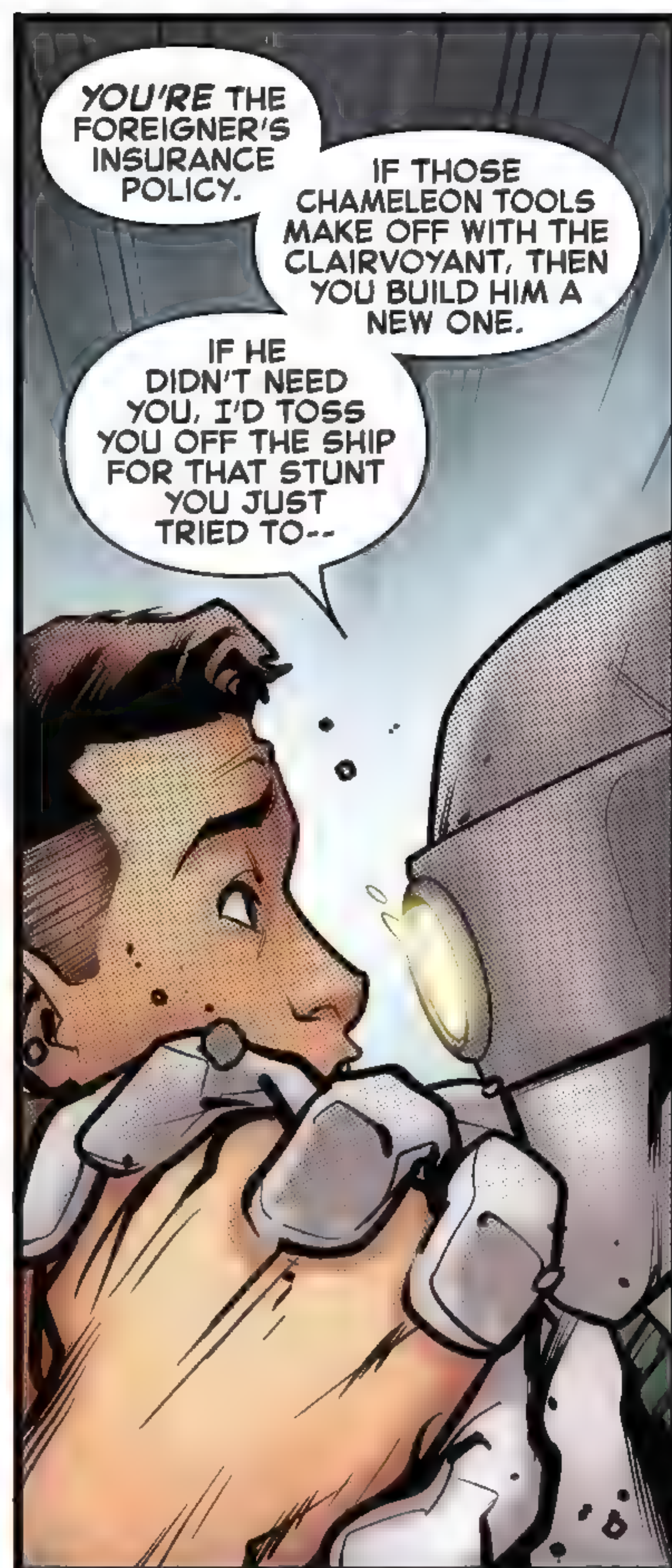


ALL RIGHT...

THWIP



...ONTO SAVING THE DAY PART TWO.





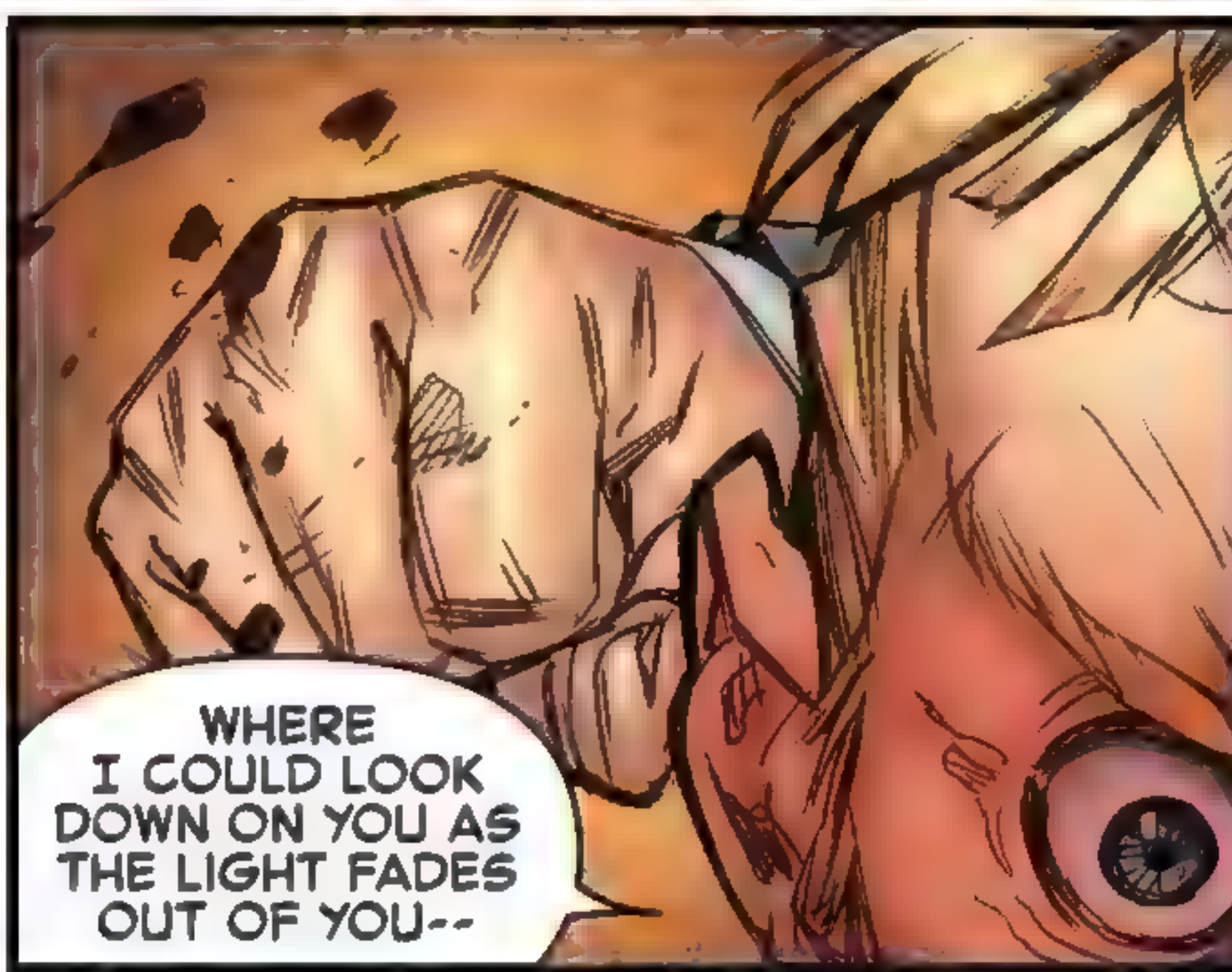
YOU TOOK
EVERYTHING
FROM ME,
FOREIGNER.

I HAD TO
LIVE IN *HIDING*
BECAUSE OF YOU.
HAD TO LET MY OWN
WIFE THINK I
WAS DEAD.

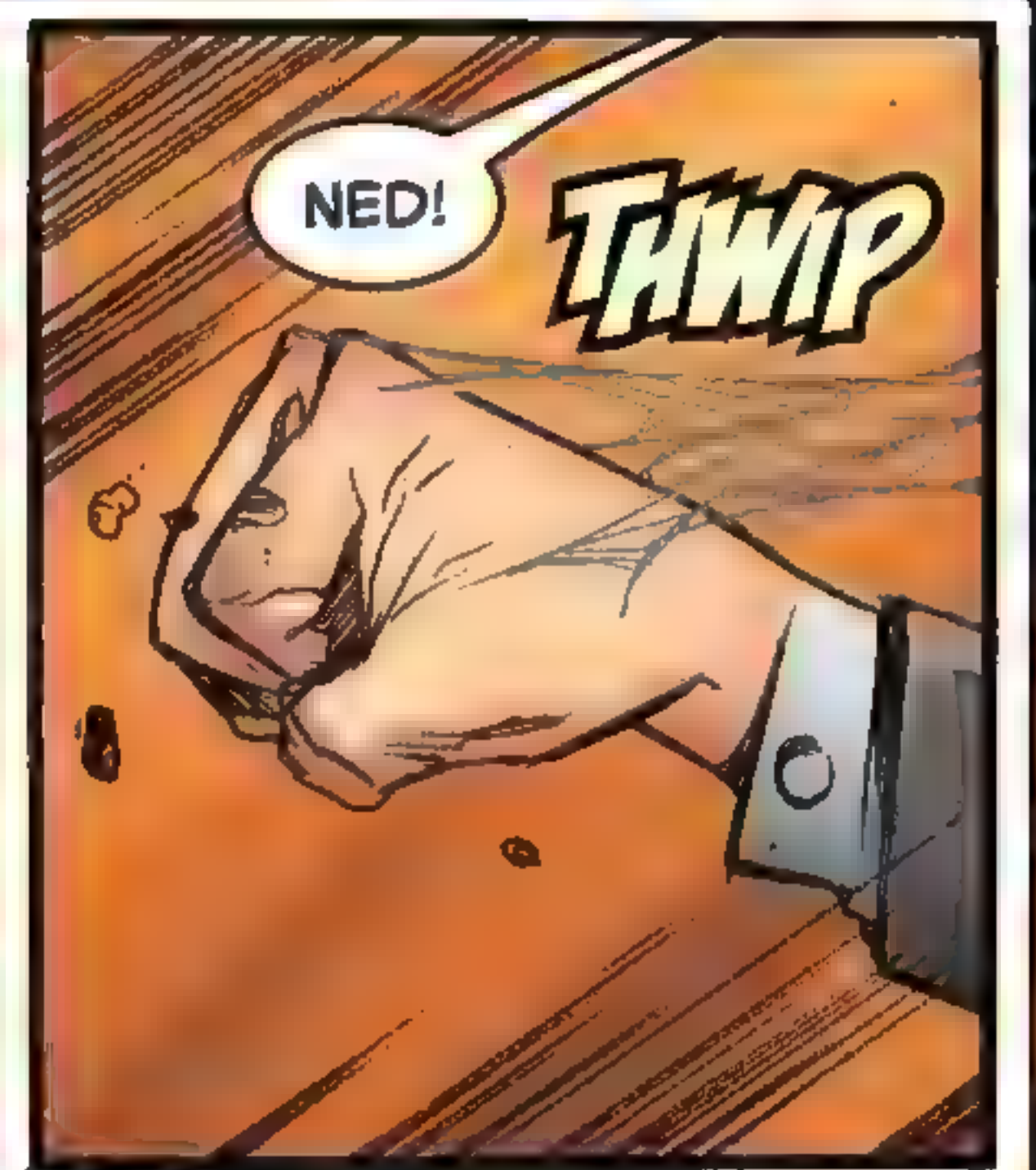


GUG...
STOP...PLEA...
SSS...

FOR YEARS,
I'VE BEEN DREAMING
OF THIS MOMENT.



WHERE
I COULD LOOK
DOWN ON YOU AS
THE LIGHT FADES
OUT OF YOU--



NED!

THWIP



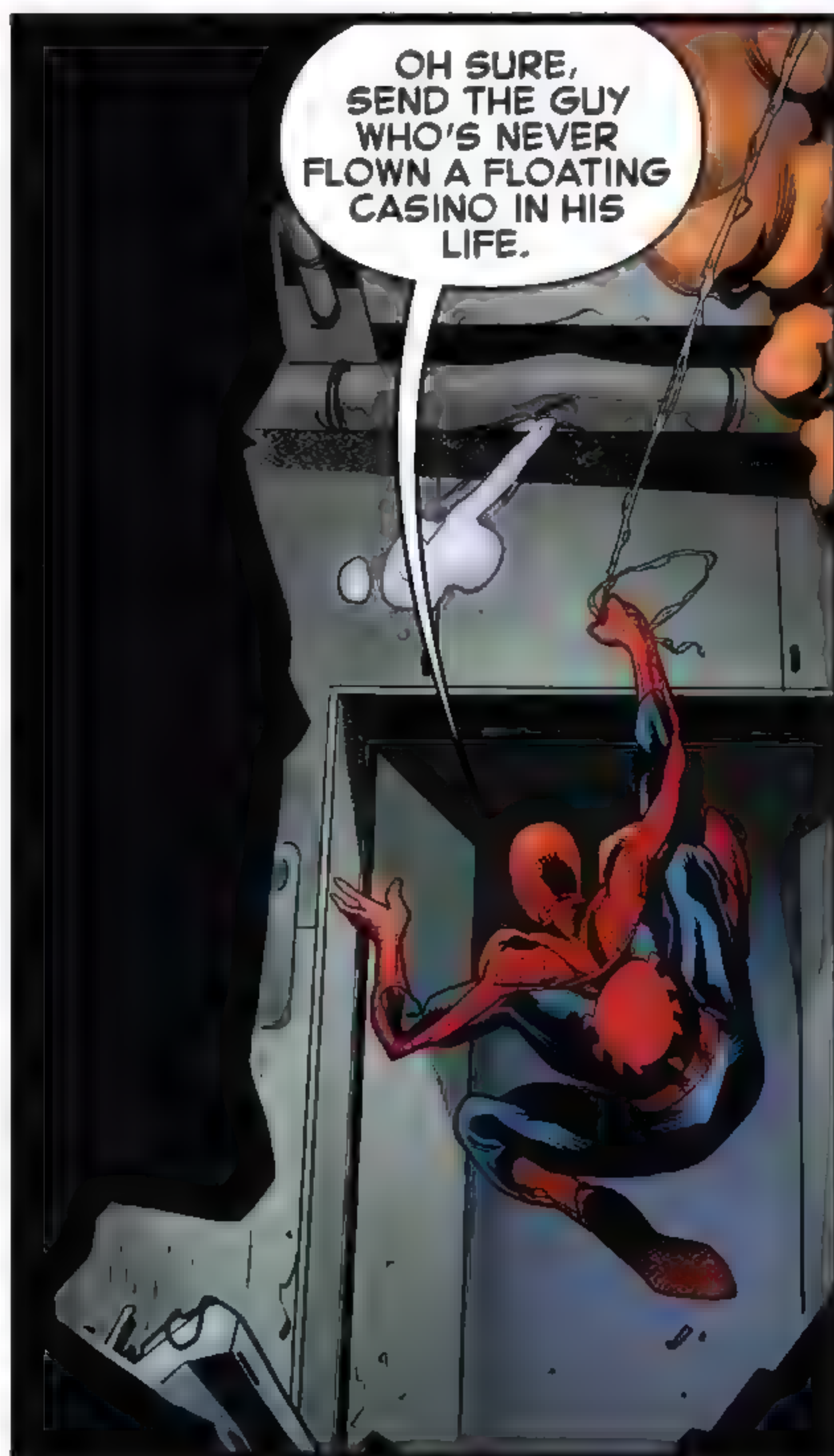
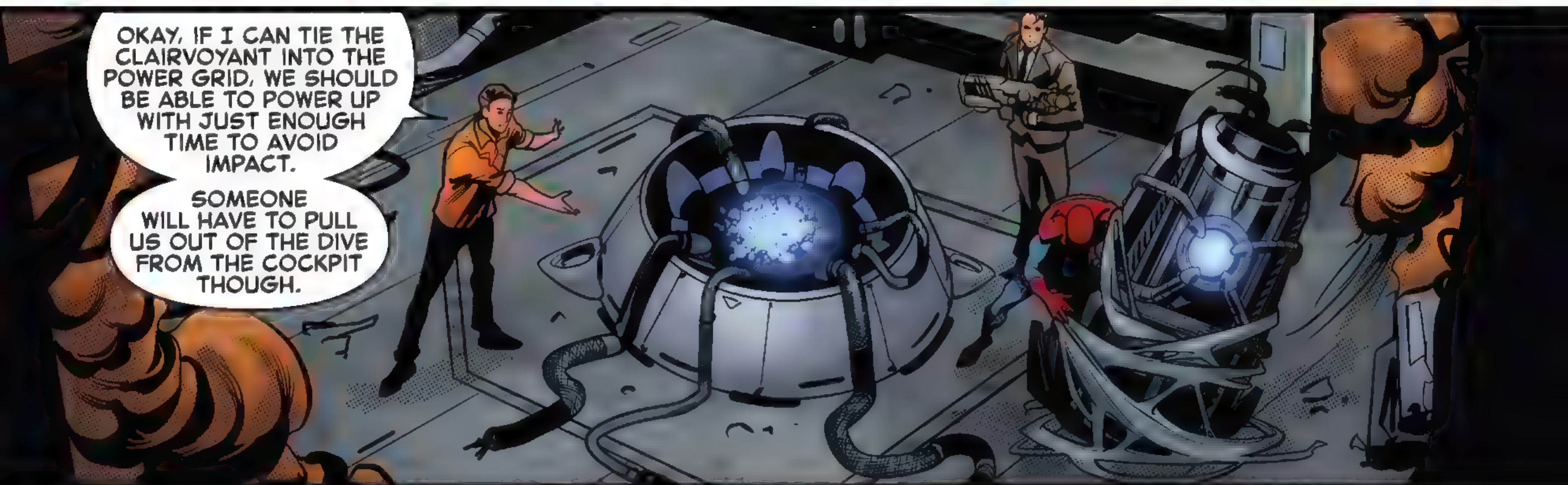
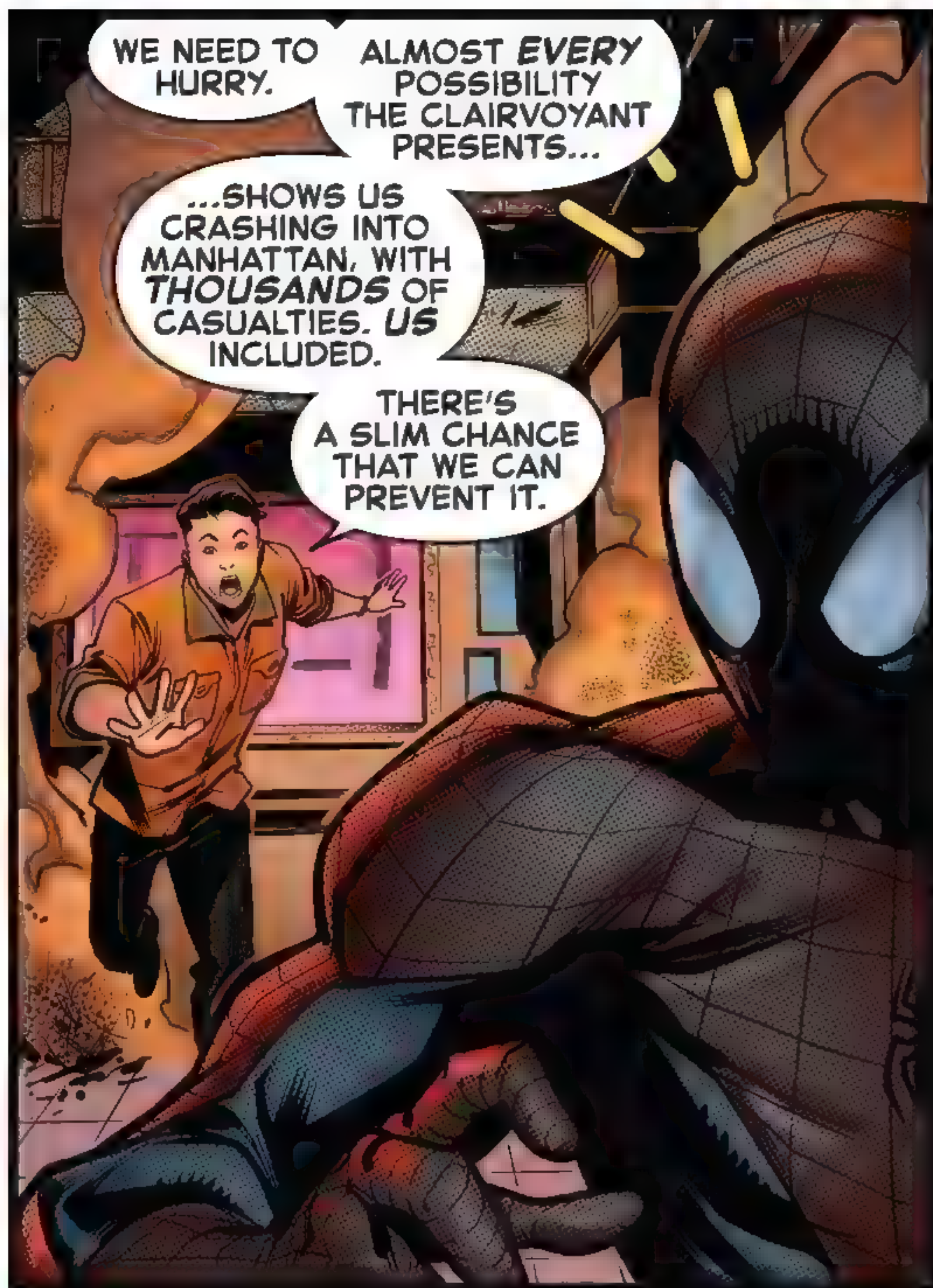
IT'S
OVER.

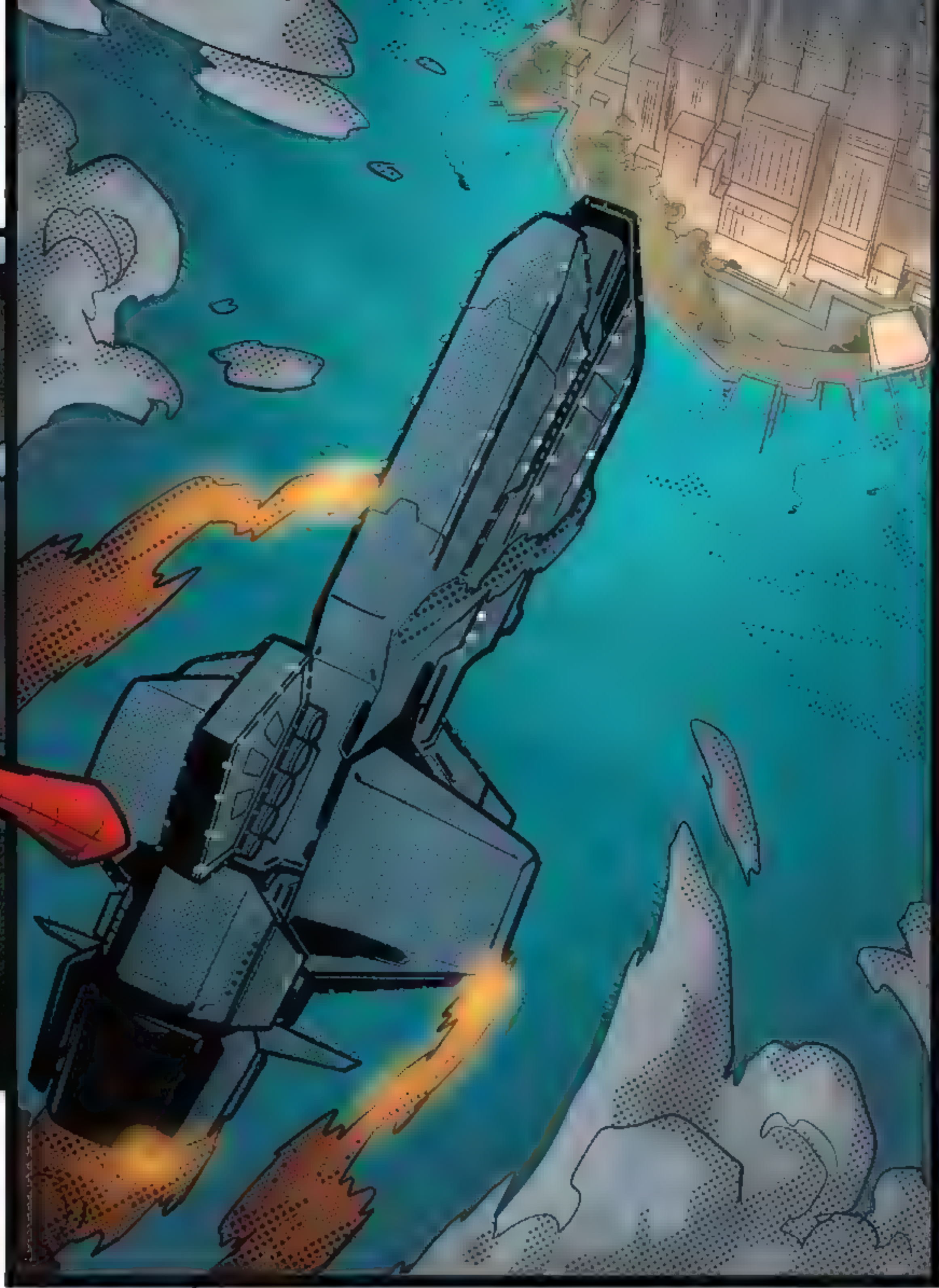
WE HAVE
TO MOVE.
NOW.

SPIDER...?

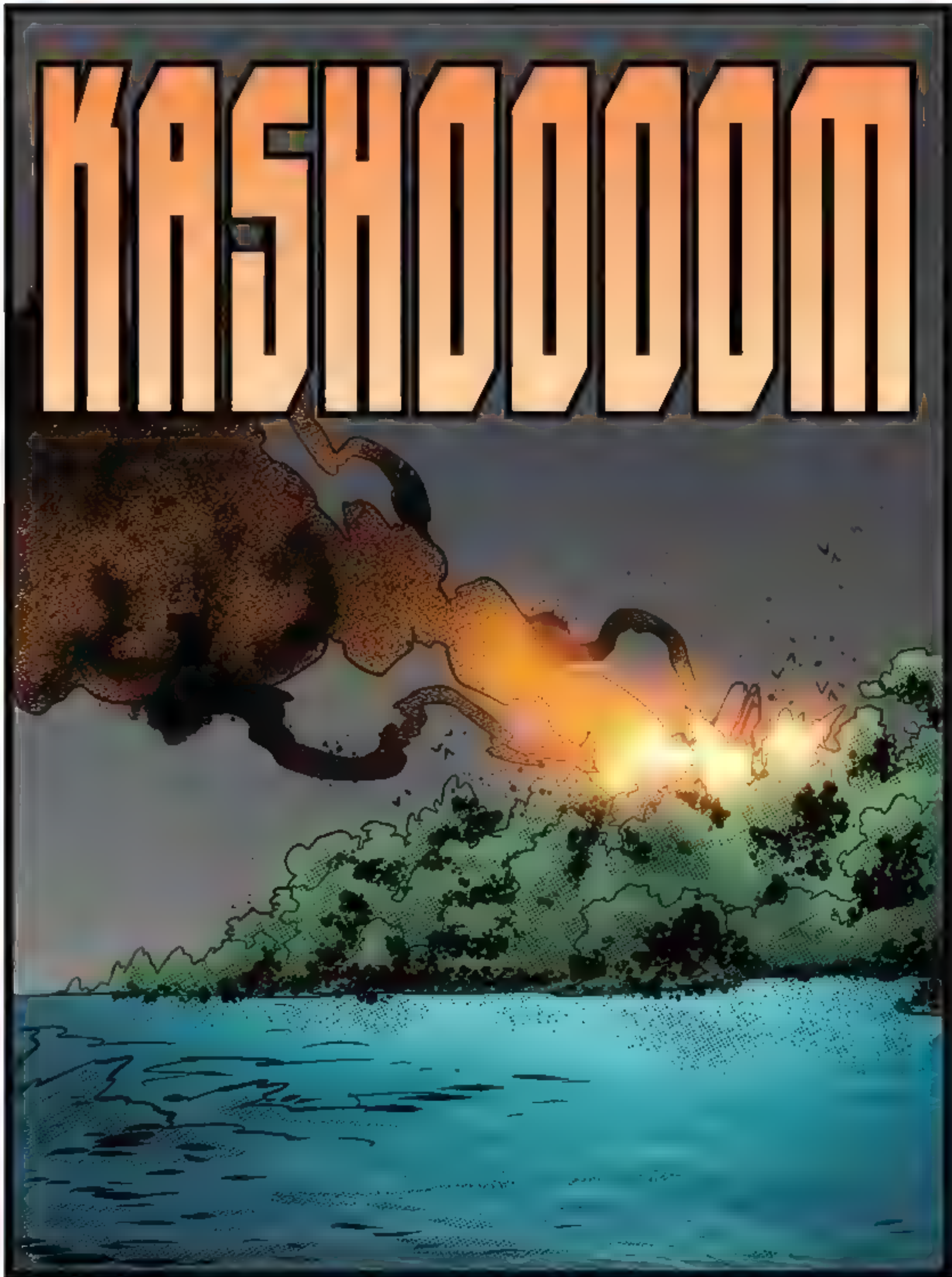


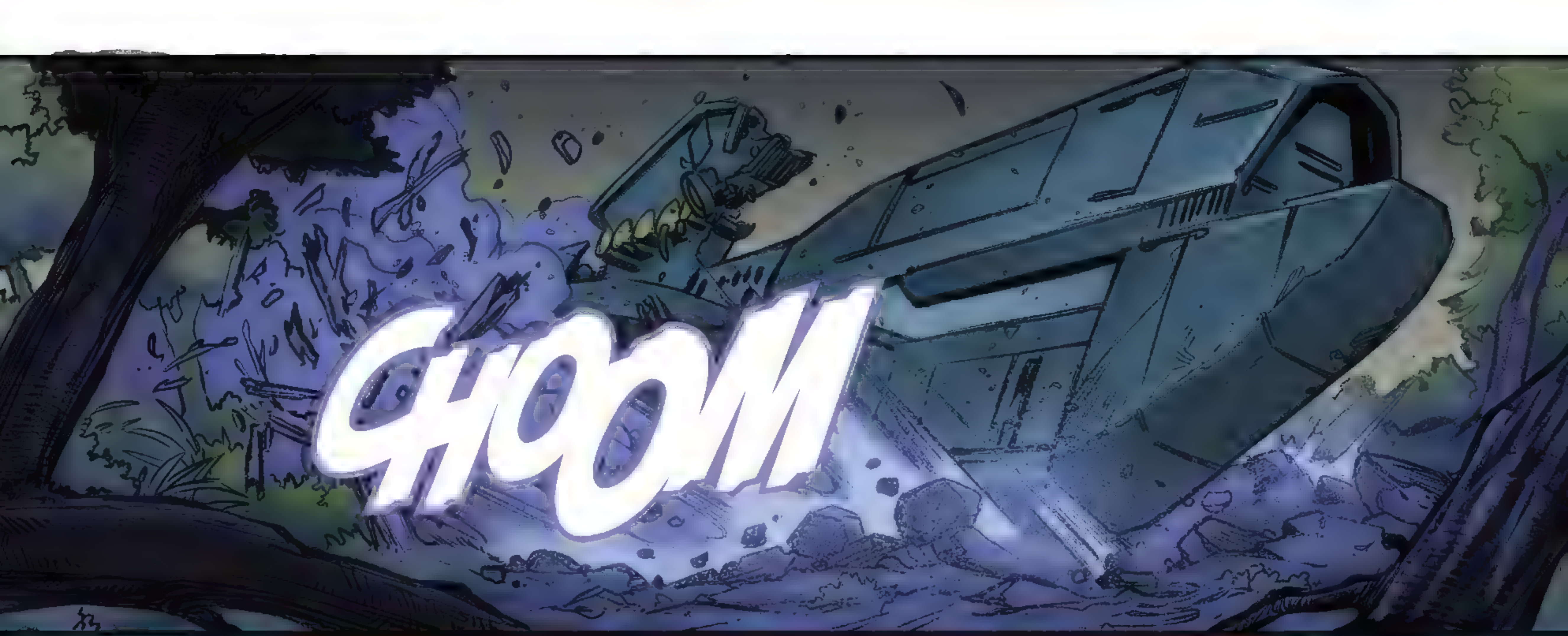
OH GOD.
WHAT HAVE
I DONE.











THANKS
FOR FLYING
LAST-CHANCE
AIRLINES.

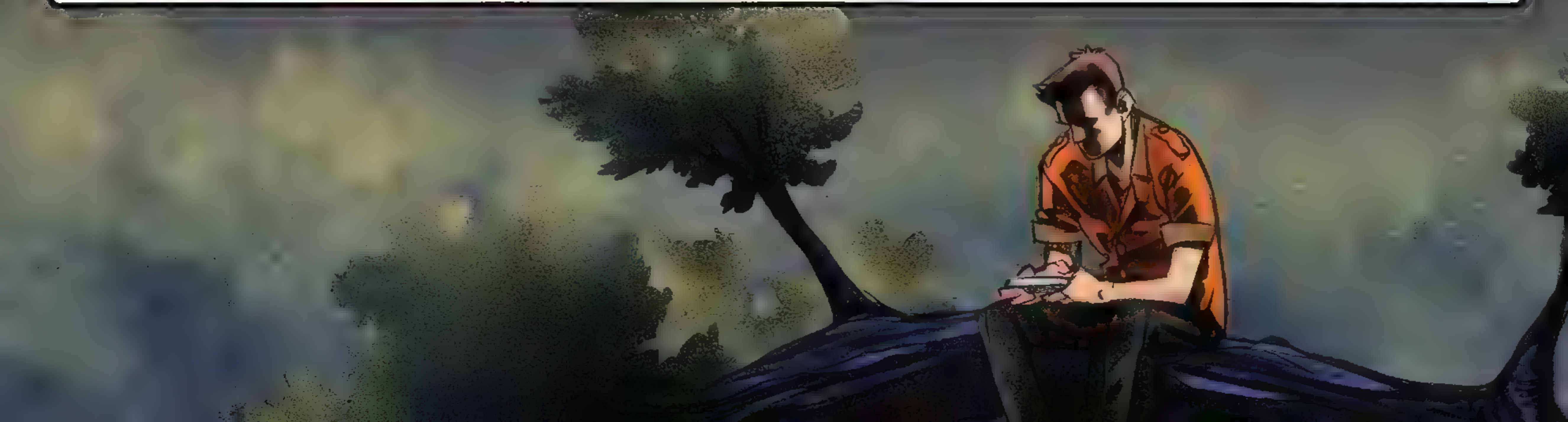
WE'RE SURE
THAT YOU HAD
OTHER OPTIONS WHEN
CHOOSING AIRBORNE
ILLEGAL GAMBLING
DENS, AND WE'RE
GLAD YOU
CHOSE US.

PLEASE
WATCH YOUR
STEP AS YOU
EXIT THE
AIRCRAFT.



JAMIE, ARE YOU
OKAY?

I JUST
NEED A
MINUTE.





WHEN I
CREATED THE
CLAIRVOYANT...

...I **HONESTLY**
THOUGHT IT
COULD BE GOOD.
GREAT, EVEN.

WE COULD
PREDICT DISASTERS
AND THEN PREVENT
THEM. WE COULD
BETTER PREPARE
FOR WHAT WAS TO
COME.

I...I WAS NAIVE. I SHOULD HAVE KNOWN THAT
SOMETHING LIKE THIS WOULD HAVE HAPPENED.
I SHOULDN'T HAVE TRIED USING IT FOR
GAMBLING LIKE I DID.

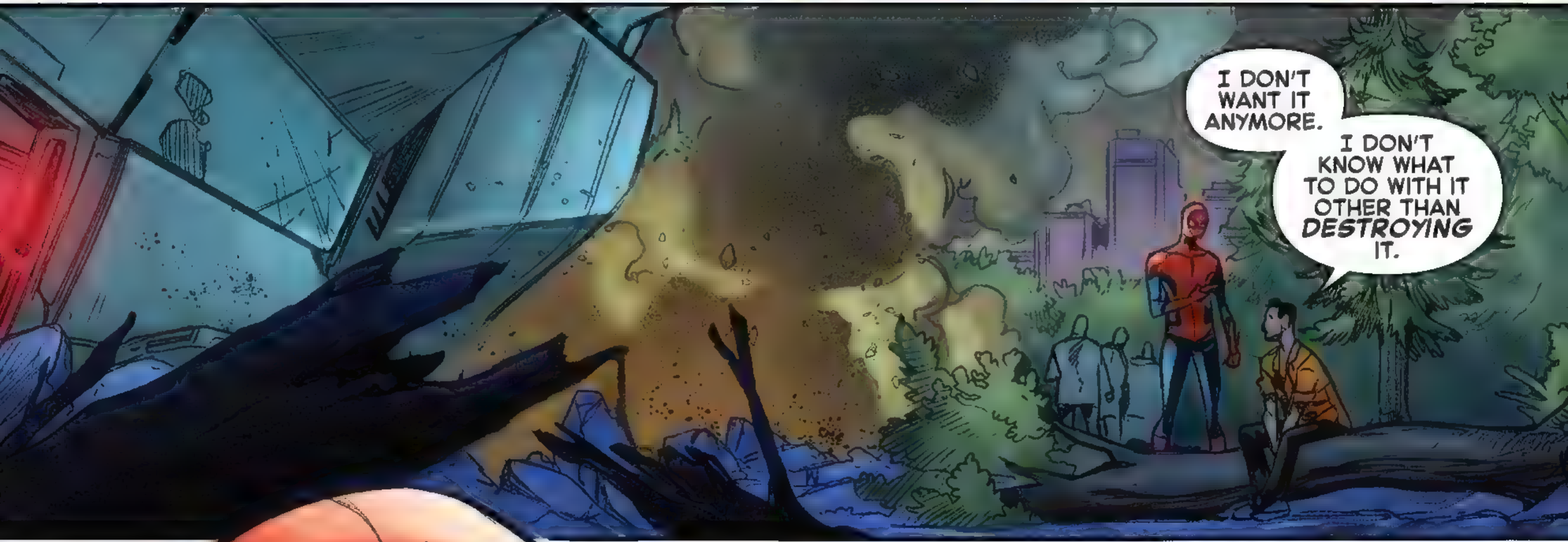
IT'S JUST...
YOU KNOW, I WANTED TO...
I DON'T KNOW...I GUESS I WANTED
TO **FEEL** THAT POWER. IT'S HARD TO
NOT FEEL A LITTLE LIKE A GOD WHEN
YOU HOLD THIS TYPE OF POWER
IN YOUR HANDS.

BUT, IN MY HUBRIS,
ALL I DID WAS CHUM THE
WATERS FOR THOSE...THOSE
WHO'D WANT TO USE IT FOR
SOMETHING ELSE.
SOMETHING...

...IT TWISTS
UP MY STOMACH TO
EVEN THINK OF WHAT COULD
HAPPEN IF THIS WERE TO FALL
INTO THE WRONG HANDS.



HERE.



I DON'T
WANT IT
ANYMORE.

I DON'T
KNOW WHAT
TO DO WITH IT
OTHER THAN
DESTROYING
IT.

BUT, I
FIGURED YOU
MIGHT.

WOW. JAMIE'S
OBVIOUSLY MADE SOME
BIG MISTAKES HERE,
BUT THIS IS **BIG.**

GIVING UP THE
CLAIRVOYANT,
ENTRUSTING IT TO ME.
QUESTION IS--

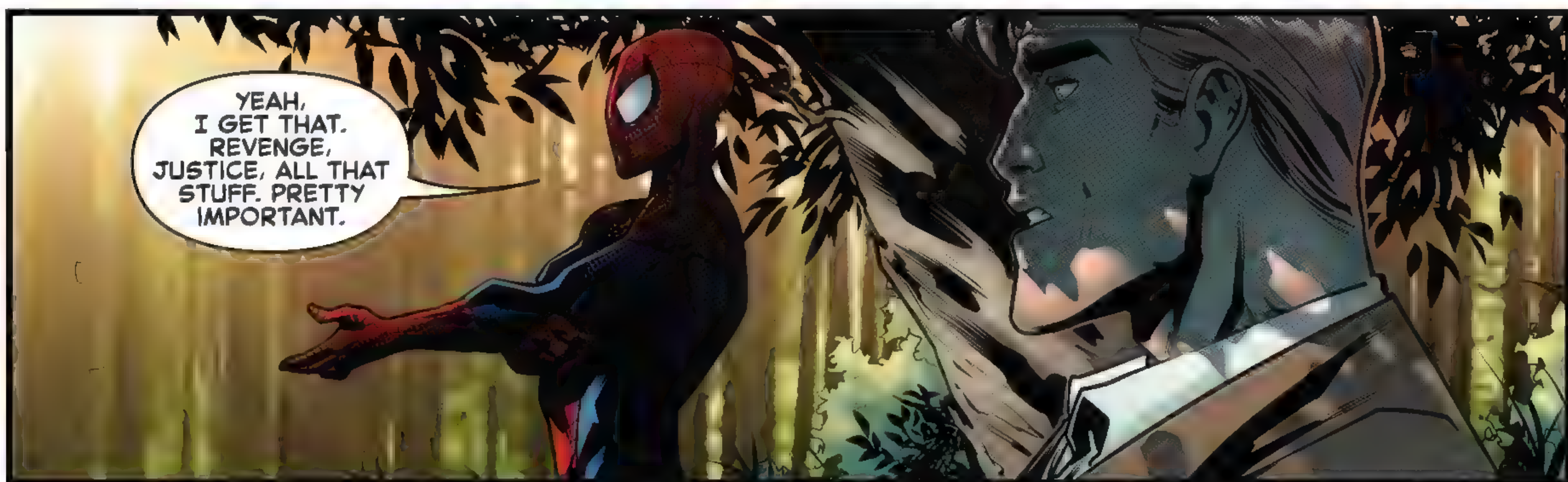


--WHO DO I
ENTRUST IT TO
FROM THERE?

GOTTA IMAGINE THIS
FEELS PRETTY GOOD
FOR YOU.

IT WOULD
FEEL A LOT BETTER
IF WE'D MANAGED
TO CAPTURE MORE
THAN JUST
THIS LOT.

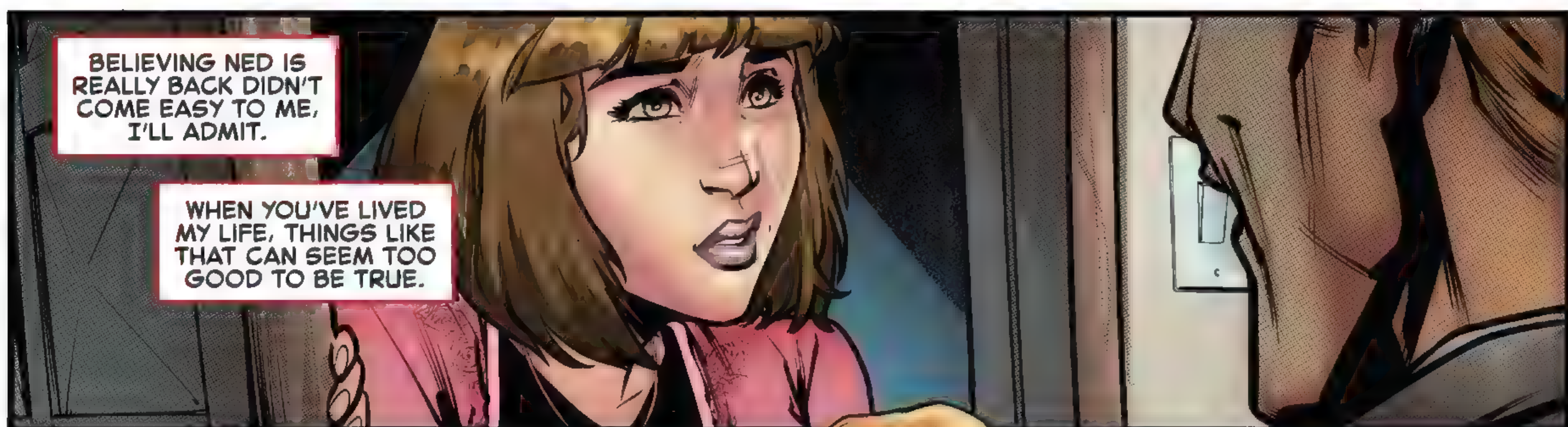
NAMELY
FOREIGNER
AND HIS
CREW.



YEAH,
I GET THAT.
REVENGE,
JUSTICE, ALL THAT
STUFF. PRETTY
IMPORTANT.



BUT NOT
AS IMPORTANT
AS WHAT'S WAITING
FOR YOU RIGHT
NOW.



BELIEVING NED IS
REALLY BACK DIDN'T
COME EASY TO ME,
I'LL ADMIT.

WHEN YOU'VE LIVED
MY LIFE, THINGS LIKE
THAT CAN SEEM TOO
GOOD TO BE TRUE.



BUT EVEN IF I TRUST
HIM ENOUGH TO LEAVE
THE CLAIRVOYANT WITH
HIM NOW, THE GUY HAS
DONE ENOUGH ALREADY.
LET HIM HAVE HIS
PEACE. BESIDES--



--I KNOW
SOMEONE ELSE
WHO'S MORE THAN
UP FOR THE JOB.

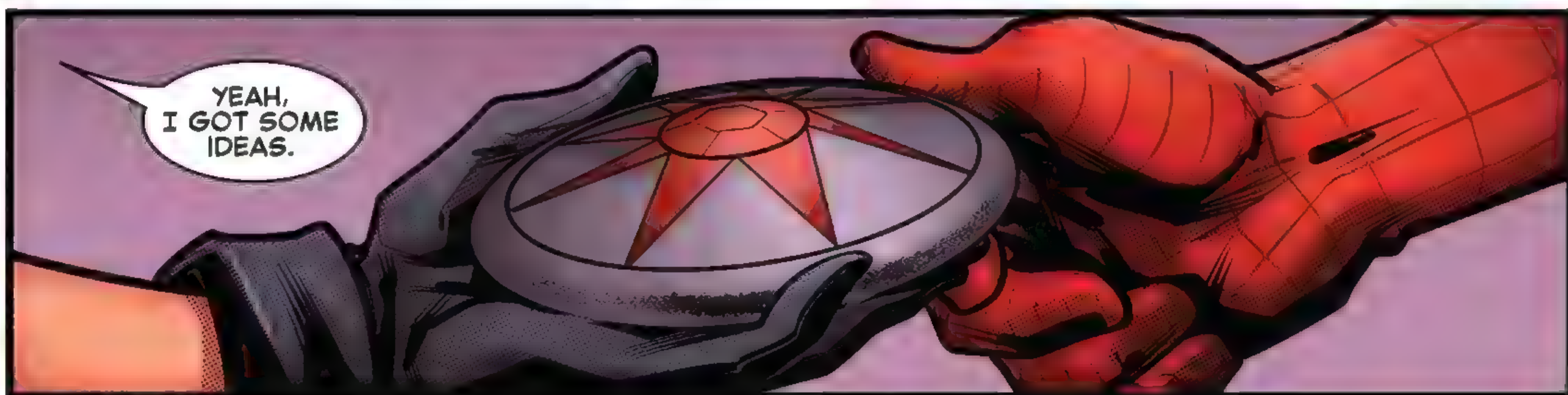
TERESA!

HEY, PETE.
SORRY I'M
LATE--



--HAD SOME
BUSINESS TO
ATTEND TO.

NO WORRIES.
YOU'RE SURE YOU
DON'T MIND HANDLING
THIS? JUST FIGURED MY
SUPER-SPY SISTER
WOULD HAVE SOME
IDEA WHERE WE CAN
HIDE THIS, KEEP
IT SAFE.



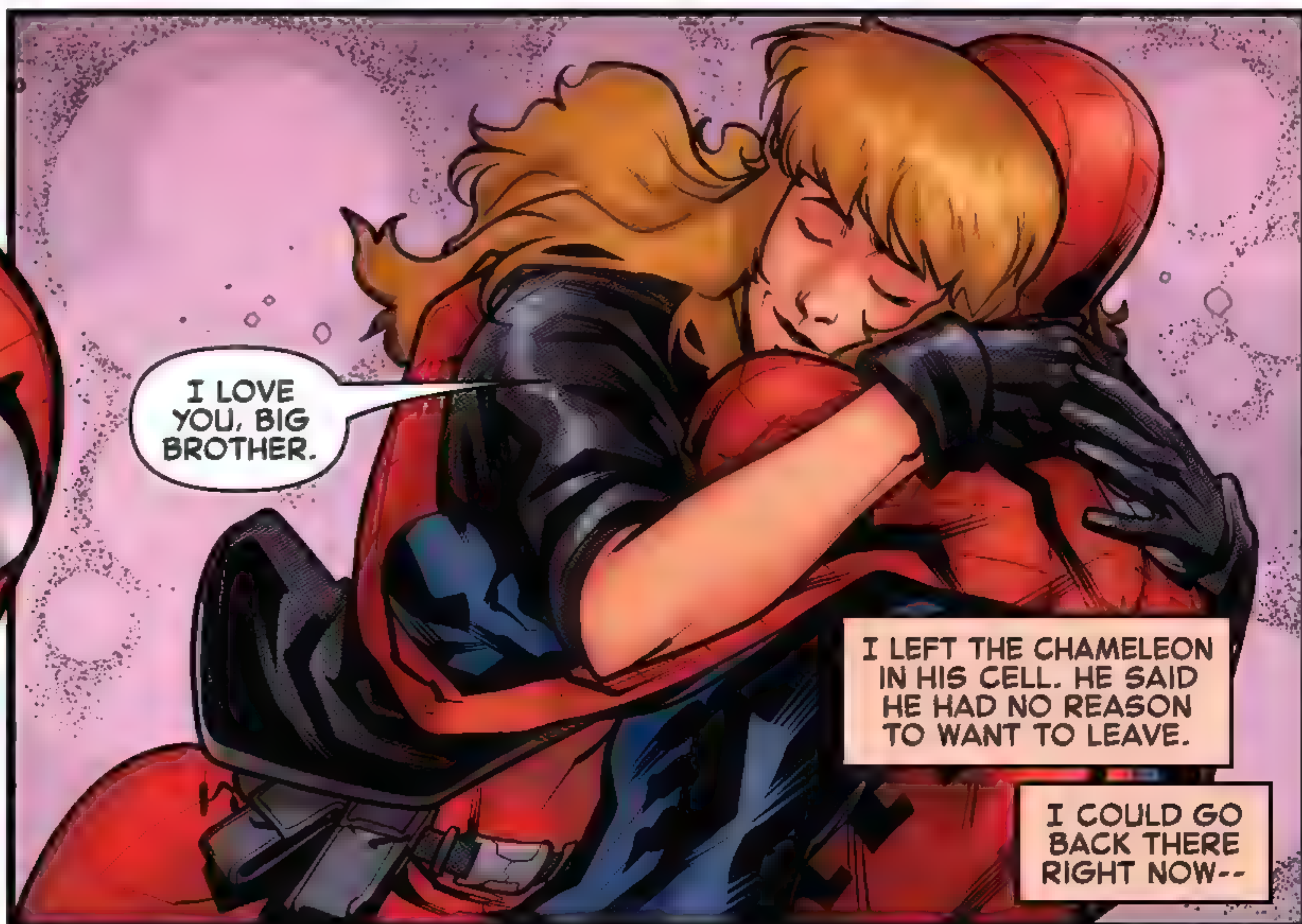
YEAH,
I GOT SOME
IDEAS.



OKAY,
COOL, WELL--
I KNOW YOU SAID
YOU'RE IN A
RUSH--

PETE...

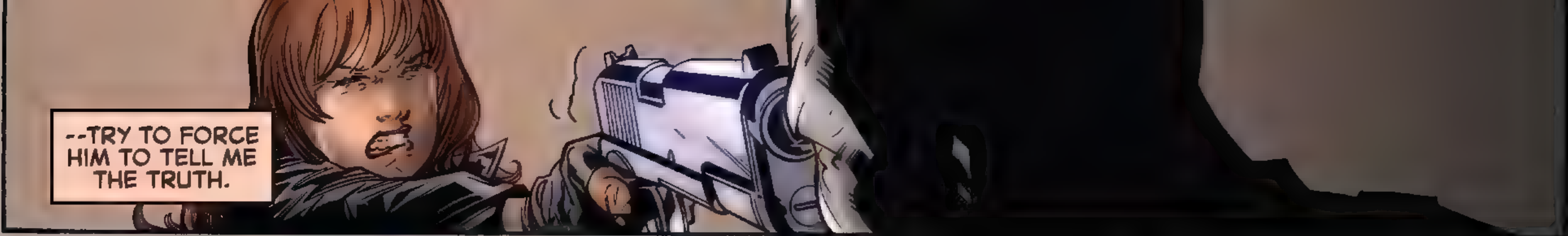
YEAH?



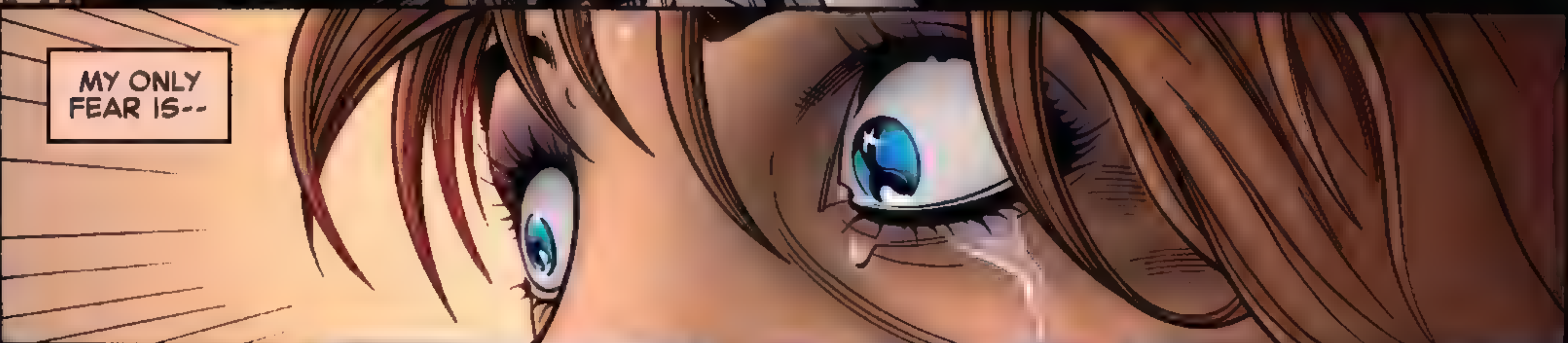
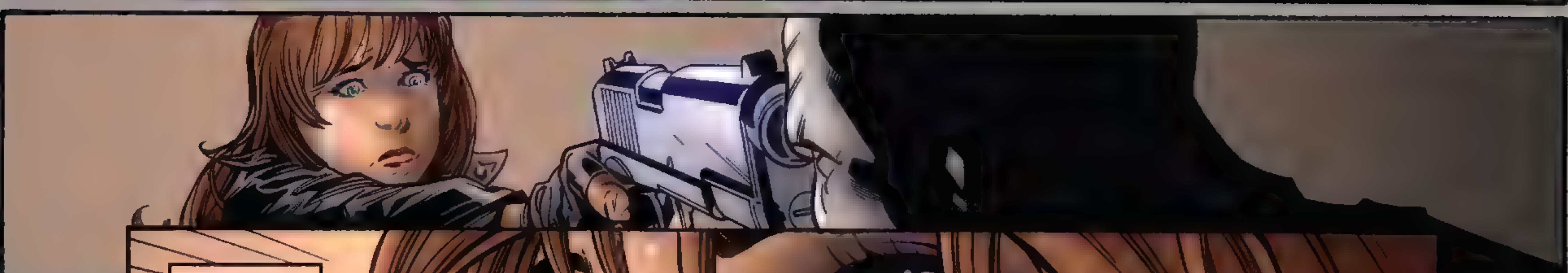
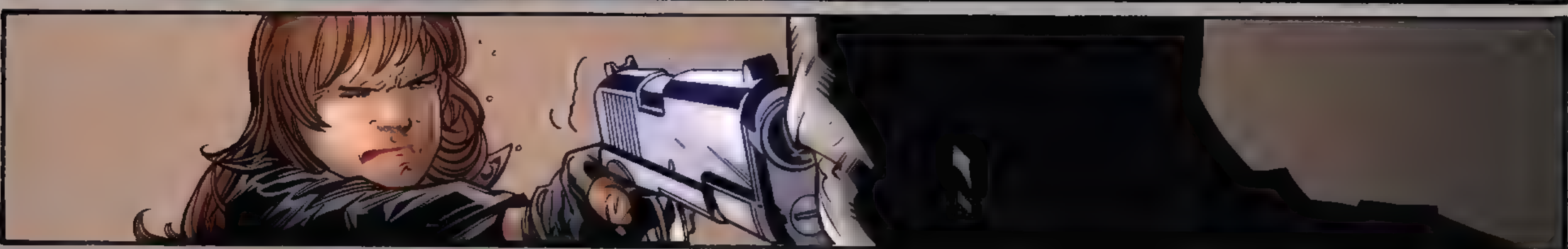
I LOVE
YOU, BIG
BROTHER.

I LEFT THE CHAMELEON
IN HIS CELL. HE SAID
HE HAD NO REASON
TO WANT TO LEAVE.

I COULD GO
BACK THERE
RIGHT NOW--



--TRY TO FORCE HIM TO TELL ME THE TRUTH.

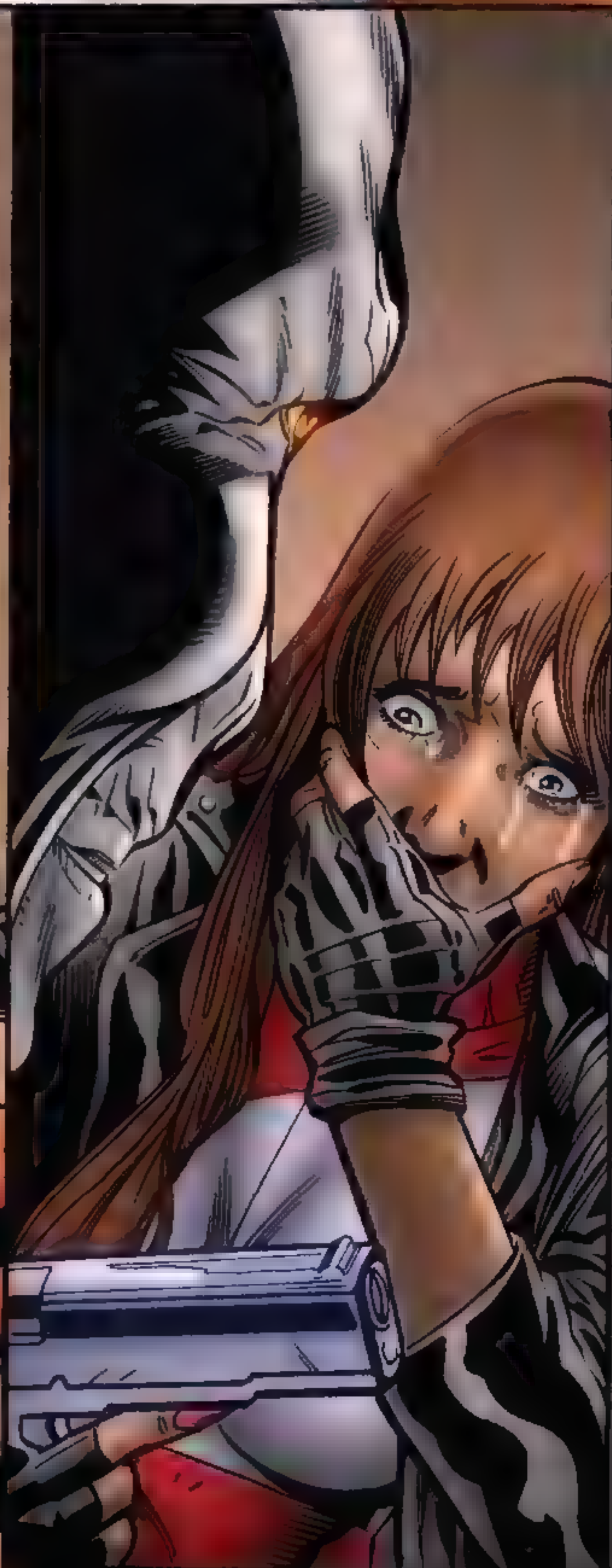


MY ONLY FEAR IS--

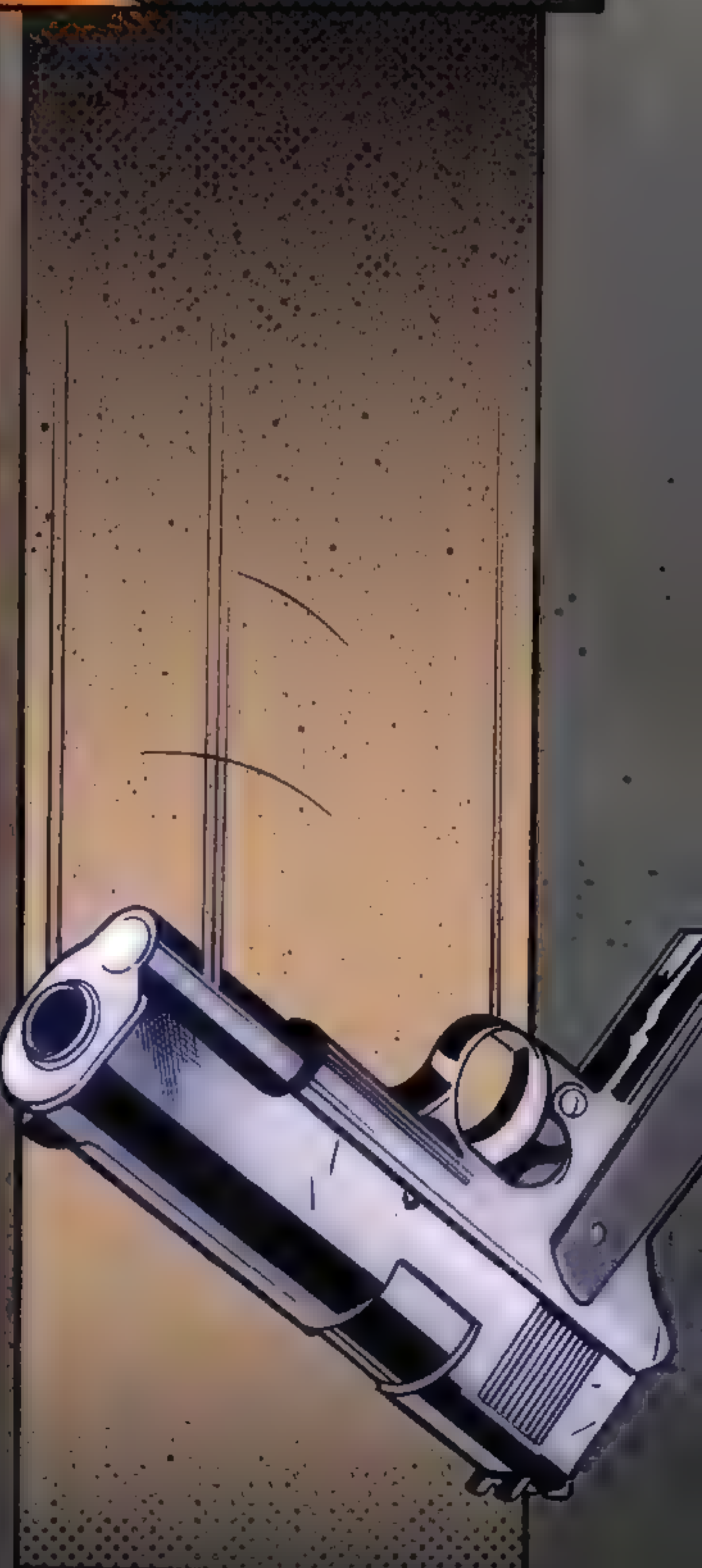


--MAYBE HE DOES.

HOW WOULD I SURVIVE HEARING THAT?



THE ANSWER IS, I WOULDN'T.



IT WOULD
BREAK ME.



I'VE SPENT
A LIFETIME
FIGHTING THESE
DEMONS--



--QUESTIONING
WHO I AM.



FEARING
WHAT I MIGHT
BECOME.



THE IDEA THAT
I COULD BE THE
THING I HATE
THE MOST--



--THAT'S
SOMETHING
TOO TERRIBLE
TO FACE.

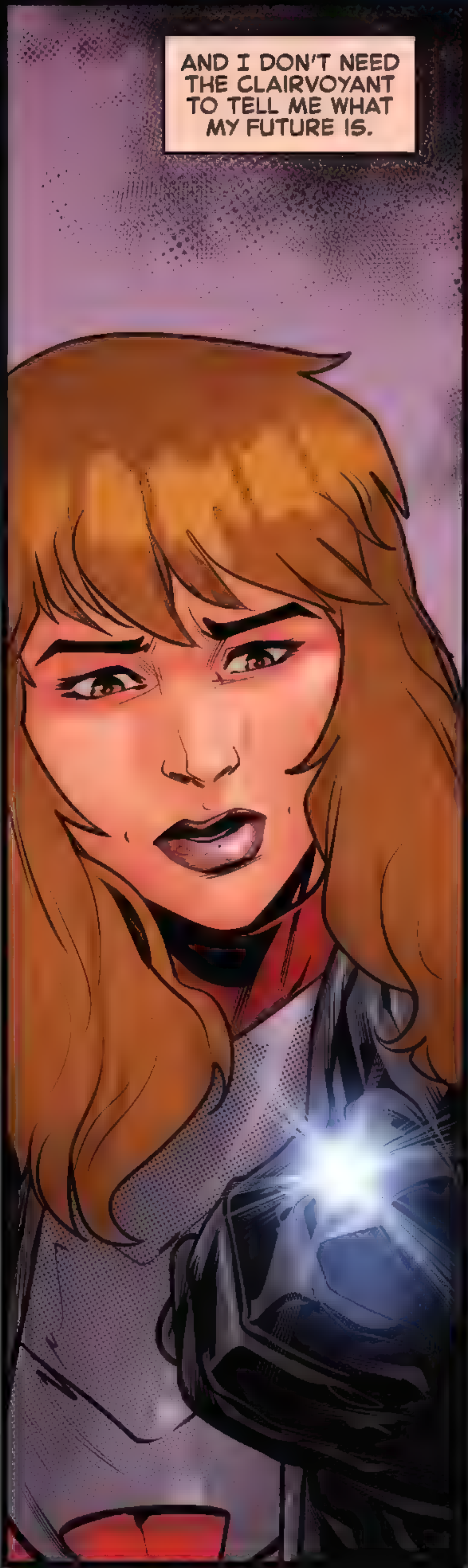




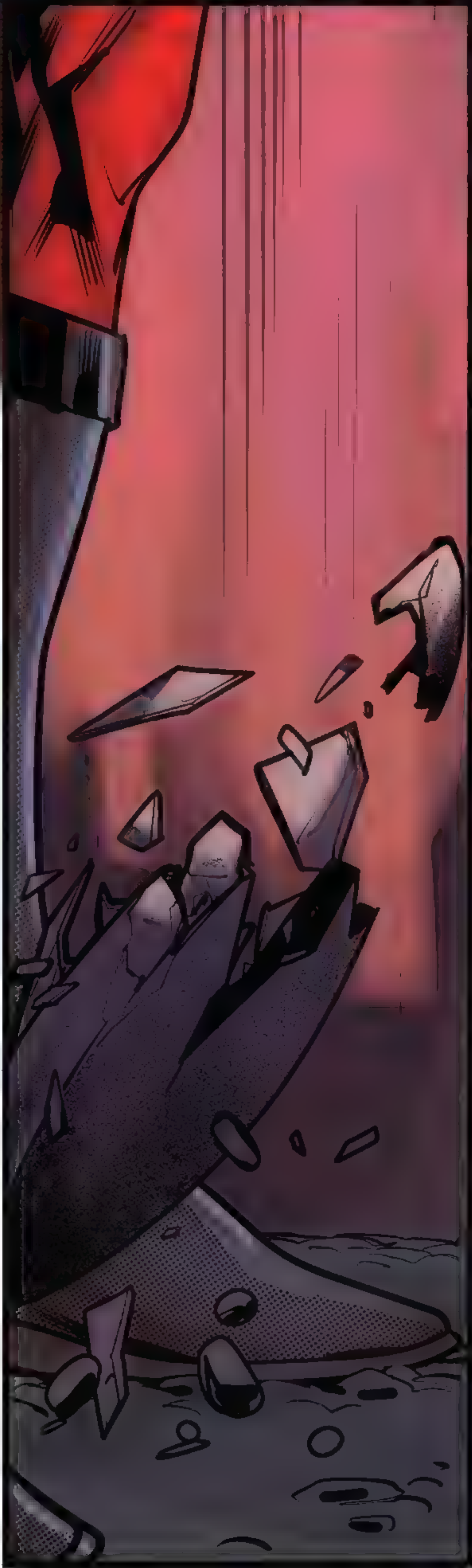
NO. THAT'S
NOT WHO
I AM.

THE FINISHER
WAS RIGHT
ABOUT ONE
THING--

--WHO WE
ARE, WHERE
WE'RE FROM,
WE DECIDE
THESE THINGS.



AND I DON'T NEED
THE CLAIRVOYANT
TO TELL ME WHAT
MY FUTURE IS.



MY NAME
IS TERESA
PARKER.

I'M PETER PARKER'S
SISTER. I'M THE
DAUGHTER OF
RICHARD AND
MARY PARKER.

THE MAN
WHO KILLED
THEM IS STILL
OUT THERE.

AND I'M
GONNA
FIND HIM.



WHEREVER HE RUNS TO.

WE'RE CLEARED FOR TAKEOFF, SABLE.

WONDERFUL. I DO SO LOVE NEW YORK THIS TIME OF YEAR.



IF YOU DON'T MIND ME ASKING, MA'AM, WHAT'S THE NATURE OF THE VISIT?

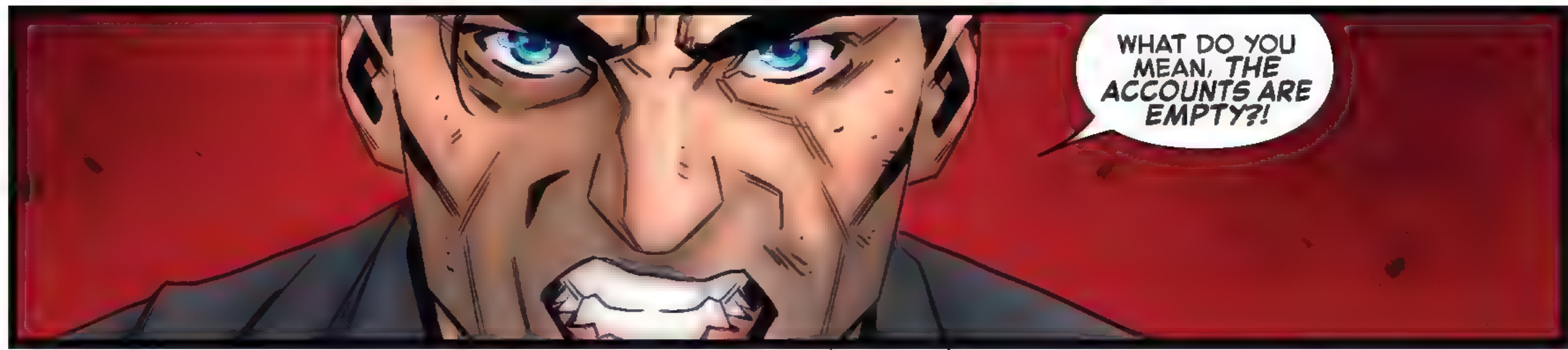
SIMPLE ENOUGH. IT'S A FINANCIAL MATTER.



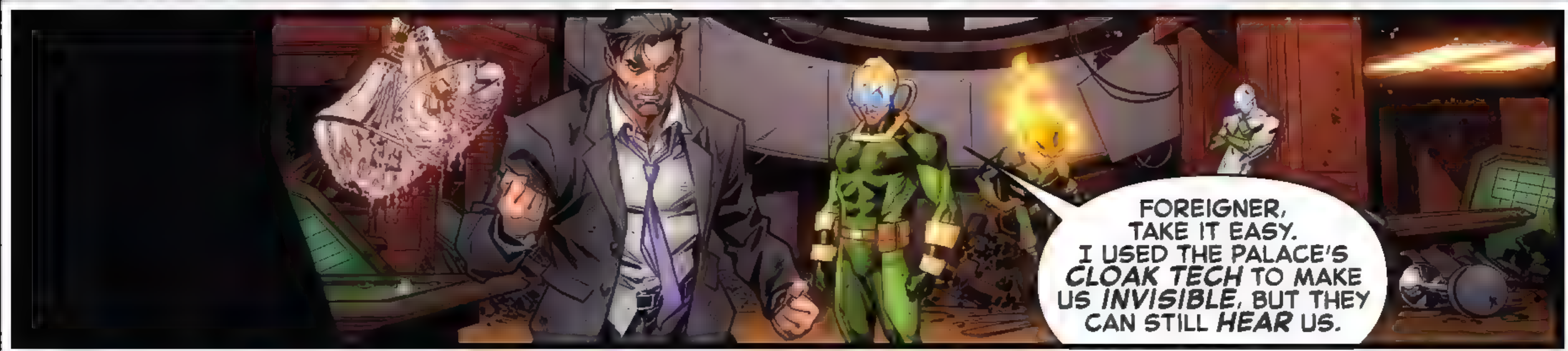
I MANAGED TO LOCATE THE SOURCE OF THE TREASURY'S MISSING FUNDS. AND THANKFULLY--

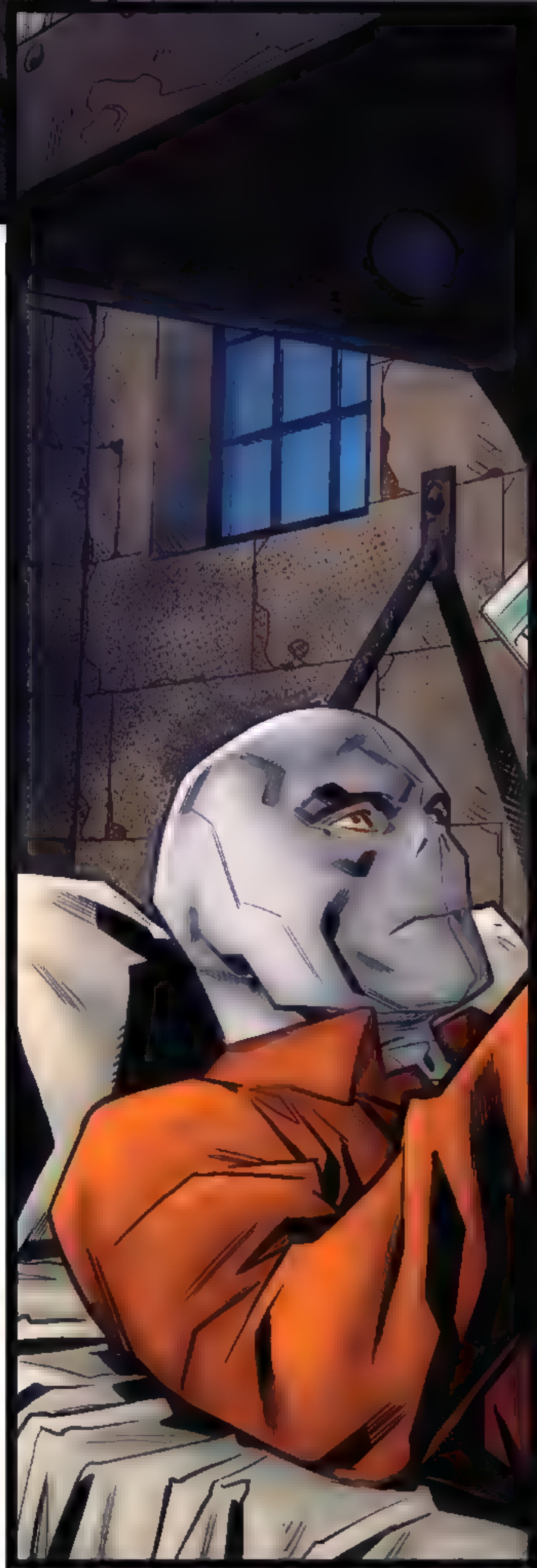


--THE COLLECTION PROCESS HAS ALREADY BEGUN.



WHAT DO YOU MEAN, THE ACCOUNTS ARE EMPTY?!





SIGH
YOU DON'T HAVE
TO LURK LIKE THAT,
YOU KNOW. OUT
WITH IT.

YOU
KNOW WHAT
I WANT.



THE
SERUM.

I NEED
ANOTHER
DOSE.



HH.
OF COURSE
YOU DO.
APPEARANCES
AND ALL.

CAREFUL,
CHAMELEON--



YOU KNOW
I SEE YOUR
TRUE FACE.

EASY, OSBORN.
WE CAN MAKE A DEAL.
IT'S ALWAYS A
PLEASURE DOING
BUSINESS--

--AGAIN.

NEXT:



AMAZING
SPIDER-MAN
#70

AND THEN:



SINISTER WAR
#1

Let us know how we're doing!
Drop us a line at SPIDEYOFFICE@MARVEL.COM!
Be sure to mark it "Okay to print"!

YOU HAD TO
COME A LONG
WAY TO FIND
THIS ONE, OTTO.



HIDING OUT IN
THE SAVAGE
LAND, LYING
IN WAIT.

BUT THERE'S ALWAYS
A BIGGER PREDATOR
OUT THERE, RIGHT?



AT FIRST, HE SEES
YOU AS A THREAT.
AN INTRUSION.



BUT YOU KNOW
HOW TO MAKE IT
AN OPPORTUNITY.



THE BEST
WAY TO ENTICE
YOUR FOURTH
RECRUIT--



--IS TO OFFER
HIM YOUR FIFTH.



SINISTER WAR
IS IMMINENT!